

**Co-Dependents Anonymous, Inc.**

 **Board of Trustees Minutes**
**December 5, 2020**

The Board of Trustees held a public meeting on Saturday, December 5th by videoconference. Members in attendance included: Nancy O./Canada, Gail S./Nevada, Barbara D/NorCal, Faith J./Canada, Joe/Guatemala, Matt T./Texas, Don B./SoCal, Greg B/Minnesota
Guests: KaGa - Virginia, Rob O - Boston, Ruth - LA, Terry D – Connecticut, Hamid – Iran, Claus

**CONSENT AGENDA**

***Motion 1*** - Approve to expand the Events Zoom account for one month at a cost of $70-$100 to allow more participants to attend the Nov. 21, 2020 ICC.

***Motion 2*** - Move to accept the revised Nov. 7, 2020 Public Board Meeting Minutes

***Motion 3*** - To approve the two Invoices from the Spanish FSW dated Nov. 13, 2020 in the amounts of $144.00 for Announcements and $432.00 for creation of the web page on Codependents.org for a total of $576.00. This covers work performed between October 17, 2020 to November 2, 2020.

***Motion 4*** - Move that the revised 3rd Quarter, 2020 Quarterly Service Report be approved for publication on the website and to be shared with the Fellowship.

***Motion 5 -*** Move to accept Revision 11 of the “Fellowship Service Worker as an Independent Contractor Agreement” as the TEMPLATE for use with our Fellowship Service Workers. This TEMPLATE will include the current $24/hr rate of pay and is to be placed in the CoDA Dropbox for use with all FSWs.  Also move, that we replace the Independent Contractor Agreement SAMPLE in Section 8 of the P&P on pages 180-185 with the attached revised document, without “Fellowship Service Worker” in the title and without the rate of pay.

***Motion 6 -*** Move to approve 1.25 hrs work @$70/hr = $87.50 to have the website developers troubleshoot and resolve a website meeting search and accessibility problem caused by an updated plugin that was replaced on Nov. 5 and that resolved the problem.

**Treasurer’s report/Financials**

JP Morgan Chase Checking: $ 235,418.40

JP Morgan Chase Savings: $ 120,350.99

National Bank of Arizona: $ 100,645.36

Total Assets: $  **456,414.75**

**Motion:** To Accept Consent Agenda – Moved: Don Seconded: Barbara, Passed Unanimously

**Motion:** The Board authorizes the Treasurer to contact Chase Bank and National Bank of Arizona to remove Conni Ingallina from the Co-Dependents Anonymous, Inc. bank accounts and to add Gail Selter. Moved: Barbara, Seconded: Don, Passed Unanimously

**OLD BUSINESS:**

**Website:**

* **Phase II Update –** Nancy provided an update onthe feedback received from members regarding the meeting search updates. There is a mixture of positive and negative with the majority being requests for further enhancements outside of the scope of our Phase II update. The developer is making changes to some bugs as they are found. The developer noted an additional cost of $70 for extra changes to the meeting roster by state (back and front end) that was requested, pending request for approval that will be sent by email.
* **Spanish Website –** Last monthMatt, Nancy and Carlos met to review how to proceed with the Spanish websiteandCarlos met with Spanish Outreach to find out their needs. There are several options being considered. Carlos estimates that it will take another 21 hours of translation work using the current process. He also reviewed the DeepL upgrade to our current WPML plugin and advises it adds value but will require human review to ensure translations occur properly. Matt is to respond to th**e** e-mail from Madeline on this matter.
* **Spanish Outreach Fellowship Service Worker Update** – The contract Template has been completed. Matt needs to complete the new contract for Nadia and forward it to Gail to set up in DocuSign for signatures. Nadia will need to return the bank transfer form for payment of approved invoices. Once the contract is signed by all parties, Nadia can be given access to codependents.org to update the Spanish pages.

**NEW BUSINESS:**

**CoDA Trademark Registration Renewals –** The board discussed the CoDA Trademarks that are renewable every 10 years coming due in 2021 and that had not been budgeted for. **Motion:** Move that we pay the TM Registrations due in 2021 and that we modify the 2021 budget to add a line for TM Registration costs due every 10 years, amounts to be determined. Moved: Barbara, Seconded: Faith, Passed Unanimously

**AMC Transition Update**

* **Financial –** As noted above, a motion was passedto removeConni and to add Gail S to both bank accounts. The Treasurer will complete this once a copy of the Minutes of this meeting are completed. There are also changes required to the debit card on various website/cloud accounts that the Treasurer needs access to with login details. Nancy/Gail have received a copy of the CoDA login details for these.
* **Phones –** Barbara has reviewed the current phone call system and has had discussions with both the FSW and Communications. She made the following motion to remove the responsibility for phones from the current and future AMCs:
	+ **Motion:** The Board authorize the FSW Joan to make the necessary changes to phone.com to stop directing calls to SOS and have them directed to Communications. Moved: Barbara, Seconded: Don, Passed Unanimously
* **Address –** Nancy advised that our attorney Mr. John Gilbert has agreed to allow CoDA to use his physical address as CoDAs principal place of business until we find another AMC. The Post Office box where our mail goes does not need to change as it is picked up by the Fellowship Service Worker.Nancywill ask Zach to notify the Secretary of State of the change of address and to provide the Board with a copy of the completed form. She will also discuss with Zach process of forwarding any physical paperwork vs electronic bills.
* **CoDA Historical Storage –** Agreement reached that the 6-7 boxes of CoDA historical documents will be stored in a storage locker. This will be completed by the FSW.
* **TMC Physical Documents –** There was discussion regarding the best place to store the physical copies of past and future Translation and Publication & Distribution Agreements currently stored at the AMC offices. Barbara moved:
	+ **Motion –** To store the TMC physical copies of legal documents of Translation and P&D Agreements documents with our attorney Mr. John Gilbert. Moved: Barbara, Seconded: Gail, Passed Unanimously
	+ Nancy is to contact John Gilbert to get his agreement to hold these very important documents on our behalf and to then arrange to have them delivered to him by courier.
* **Board Presence During Transition –** There was discussion whether it was necessary to have a Board member physically oversee the movement of historical and TMC documents from the current AMC. It was generally agreed that due to the pandemic, traveling to Arizona to oversee this was not needed, particularly since the FSW who lives close by has agreed to move the documents.
* **G Drive storage –** Zach provided Nancy (copy to Gail) with an 1.5 G Zip drive of all CoDA documents that have been stored on the SOS Solutions G drive. After reviewing the files, Nancy noticed that some of the documents did not get copied over and Zach is working on correcting this. We need to decide where to store these documents so they are accessible to all future Board members. We already have a Google Non-Profit account we could use as well as Dropbox and OneDrive. To be discussed at the next workgroup meeting.
* **Alternate AMC Companies** – Barbara reported that she forwarded a list of potential AMC providers and that she is hopeful we will have 3 proposals to consider in the near future. To be discussed at next week’s workgroup.

**Next Public Board Meeting –** January 9, 2020 at 8:00 am Pacific **Next Workgroup Meeting** - December 12, 2020 at 7 am Pacific