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**WORLD SERVICE OFFICE
BOARD OF DIRECTORS' MEETING**
March 13-14, 1993

APR 30 1993

Joe Gossett

The following board members were present: Mary Kay Berger, Randy Jones, Tim Banner, John Burnett, Bob Feneran, Tom Logan, Tom Rush, Walter Johnson, Chris Chambliss, Bob MacFarlane, and Chuck Lehman. Also present was Ron Sheppard. Following staff members were present: Joe Gossett, George Hollahan, Anthony Edmondson, and Dottie Radatz.

Chairperson Mary Kay Berger called the meeting to order followed by the Serenity Prayer.

Mary Kay asked if there were any changes to the agenda. Bob F. stipulated that his name should be added to the roll call list on page 2-1 with his assignment listed as WCC Board and Business Plan. "Sales Policy" should be taken off Randy J's assignment column. John B. would like to discuss scheduling of the board meeting during the conference and it was added to Item 10 of the agenda. There was consensus that future minutes should reflect the time and date of the next board meeting. Also, within ten days after the board meeting, a one-page announcement should be sent to each director confirming these facts.

There was also a request to add the page numbers to Item #13 (Training) of the agenda which are (2-93-97).

The next item for discussion was approval of the January minutes. It was pointed out that future minutes should distinguish the two Toms by using Tom R. and Tom L. The following changes and/or additions were made to these minutes:

1. Page 3, 4th paragraph, add the word "planning" after February.
2. Page 3, after the 6th paragraph, insert the following two paragraphs from Page 4:

"At 11:00 A.M. the board of directors went into a closed session.
The board reconvened their meeting at 4:15 P.M. (Chuck Lehman arrived at the board meeting during the closed session)."
3. Delete the above two paragraphs from Page 4.
4. Page 4, 2nd paragraph from the bottom, delete the word "to" in the second sentence.
5. Page 5, 1st paragraph, the last line should read "board support the March meeting, but was unanimous."
6. Page 5, 6th paragraph, 3rd sentence should read "Tom L. mentioned...."
7. Page 5, 7th paragraph, last sentence, change "an" to "a."
8. Page 5, 8th paragraph, line 3, change "agreed" to "discussed."

9. Page 6, 5th paragraph, delete "Kim has been replaced as the production liaison due to her temporary relocation to New Zealand." Add a period after "call." Delete "when this was decided." Last line should read "the March NA Video Project meeting."
10. Page 6, 3rd paragraph from the bottom, change the motion to "the reconsidered main motion as well as the pending motion to amend that motion were tabled."
11. Page 6, 2nd paragraph from bottom, end of second line should be "Tom R. stated...."
12. Page 7, 2nd paragraph, add the following phrase to the motion, "rather than incur the expense of an individual defense."

At this point, Joe asked if we could identify ways to improve the quality and accuracy of board decision making. Restating decisions just made was offered as a way to improve this communication. George mentioned that we could use the long minutes and also provide a shorter form stating the specific decisions. Chuck suggested bolding the decisions. Anthony felt that the minutes reflect the legal action of the board and that they need to take down notes regarding their actions. Tom L. suggested that we give input to Tim before the next meeting. There was agreement that all decisions should be in bold and any actions to be brought up at the next meeting should be underlined.

13. Page 7, 4th paragraph, third sentence should read "Tom L...."
14. Page 7, 5th paragraph, there was discussion re Bruno and the game he wants to market. Questions asked were a) Any copyrights involved? b) Was a letter ever sent to the region? George pointed out that this was discussed as an informational item only at the January meeting since no communication had been received from Bruno or the region.
15. Page 8, 3rd paragraph, third line, delete the word "budget" after "last year's."
16. Page 9, 5th paragraph, add a comma after office supplies.
17. Page 9, 9th paragraph, second sentence should say "Tom R. had..."
18. Page 10, 5th paragraph, first sentence should read "Discussion regarding the *NA Way* magazine ensued."
19. Page 10, 6th paragraph, second sentence should read, "It was then M/S/C (John B./Chuck L.) 'to approve a 16 month Slugg Calendar.'"
20. Page 10, 8th paragraph, delete the word "to" from first line.
21. Page 10, 5th paragraph from bottom, should read "Board then went into a brief closed session to discuss personnel issues at 6:00 P.M."

It was then M/S/C (Tim B./Bob F.) "that we approve the minutes as amended." The vote was unanimous.

Next was the approval of the September minutes. It was M/S/C (John B./Bob F.) "that we approve the September minutes."

Tom R. then requested to readdress the September minutes. He referred to page 2-9, 2nd paragraph from the bottom, regarding the legal propriety of an unincorporated association of individuals electing the chairperson and vice chairperson of a tax-exempt, nonprofit corporation. It was M/S/F (Tom L./Chris C.) "to amend the previously adopted September minutes." After discussion, a vote was taken: 2 - Yes, 6 - No, 2 abstentions.

The next item of business was financial. In reviewing the travel costs on page 2-24, et seq, Tim B. pointed out that meal allowances were not claimed by several of the directors, making the travel cost data inaccurate. Joe noted that this information was intended to be a planning summary overview, not a specific line item accounting report. It is general information to help in decision making. Anthony then recommended to the board that this document be omitted. **It was M/S/C (Bob MacF./John B.) "that this document be omitted from consideration during budget discussions."** The vote was unanimous.

Anthony gave a verbal report on our current financial status.

There was discussion on the income statements, Book 2, pages 36, 37, 38. It was M/S/C (Tom R./Chris C.) "that we omit those pages because the budget figures have been updated." The vote was unanimous.

The balance sheet in the most recent book will always be the correct copy. Adjustments reflect auditor activity.

It was M/S/F (Bob MacF./Tom R.) "that names of individuals making contributions to the WSO be excluded from the annual report." After a discussion, a vote was taken. 3 - Yes; 7 - No; 0 - abstentions.

World Service Office-Europe Income Statement, Page 2-153. At this point, Anthony gave new figures for this sheet (given to him by the auditor). A detailed discussion of the budget was made at the direction of the auditor re WSO European plans. Those changes were incorporated by the directors in the business financial statements which were provided. Anthony noted that the April or May financial reports will be reflected in US dollars.

Discussion regarding the Interim Committee report - Tom R. said we should clarify that the \$40,000 pledge at the inventory planning meeting was from the executive committee with the approval of the full board of directors. We need to work this amount into our budget for the weekend. Re the WSC Budget Proposal, page 2-69, Tom R. was concerned that even if the \$40,000 is allocated, it may be perceived that the office is going to be underwriting anything above this amount in relation to administrative expenses. Tom R. felt we should set a cap on the \$40,000 for the board's sake. If *It Works* passes, there will be some funds available, if not, there will still be a \$40,000 cap.

It was M/S/C (John B./Bob. F.) "that we move to affirm the actions of the executive committee at the inventory planning meeting, including the appropriation of \$40,000, with the understanding that it is not a direct cash appropriation, but will be allocated in the budget process." The vote was 9 in favor and 1 against.

The board then recessed for lunch at 1:10 P.M.

Board reconvened at 2:32 P.M.

WSC Report - Ron S. verbally amended the financial data on page 2-74 which is the WSC Statement of Changes in Assets sheet. The financial assistance letter sent out on 12/16/92 was effective. The fellowship responded with \$75,000. We are still approximately \$60,000 short.

WSB Report -

- a. At the last BOT meeting, Tim B. and Mary Kay stated that the BOD had not voted in favor of dual membership. This position was reaffirmed during the BOT conference call on March 8th. After some discussion during that call, it was decided that a substitute motion would be presented on the floor of the conference regarding dual membership. **It was then M/S/C (Randy J.\Bob MacF.) "that the BOD support the substitute motion offered by the BOT regarding shared participation between the BOD and the BOT, the details of which will be worked out by both boards."** The vote was unanimous.
- b. Tape review process - Chuck felt that we should appoint a committee within the BOD on this subject. Not everyone agreed with the memo, page 2-60, but did feel that they should look at the process. More tapes need to be approved, but under the present structure, this does not happen. Mary Kay pointed out that the following was not discussed in the last tape review meeting: 1) Tapes in other languages; 2) What happens to an approved tape if someone relapses; and 3) Cost analysis. John B. volunteered to chair on a tape subcommittee and his offer was accepted by the directors.

The question was brought up--what do we want to report back to the trustees. Answer was that the BOD would like to take a primary role in inventorying the tape review process. If the trustees want to write to someone about this with their proposals or input, write to John B. **It was the consensus that it is our responsibility to review this process during the inventory and that any input should be given to John B.**

We should respond to Mary V. by saying that we are going to inventory this process. Anthony asked that the office be used as a handling point for John's and Mary V.'s input and that the information be addressed to his attention to assure proper handling.

- c. The large print Basic Text did not have the editorial changes to it that the Conference approved for the Fifth Edition. Changes are now being made and the product should be ready by the conference.
- d. *NA Way* Editorial Board report - Discussion included:
 - 1) What does the Editorial Board do?
 - 2) Do we want to recommend changes in TWGSS to be considered at WSC-'94?
 - 3) Is this a new project or an inventory project?

- 4) Is it appropriate for us to assign other duties to an already existing board?
Perhaps we need to appoint a subcommittee from this board to look at this.

- 5) Is this part of the business plan?

Further discussion of this subject was delayed until the personnel issue of *NA Way* editor has been presented.

WSC-'93 MOTIONS

The board went through Mary Kay's understanding of the boards' wishes regarding WSC motions and there was discussion whenever requested.

Motion #2 - Tom R. pointed out several items in the travel policy which need to be worked on such as no policy attached to the \$40/per diem, credit cards, theft, etc. **There was a consensus of 7 in favor, 2 against, and 1 abstention to support approval of the travel policy as it is.**

Motion #14 - A vote was taken on this motion and it was 2 in favor, 6 against.

Motion #19 - This vote is a no. Vote was 1 in favor, 7 against, 2 abstentions. **If Motion #1 does not pass, we will discuss this motion again.**

(The board voted as if Motion #1 passed and if it does not pass, they will then go back and regroup and discuss these motions.)

Motion #20 - Linked with #39.

Motion #22 - While the directors value the involvement of RSRs, this motion does not clearly state how they would be used. Board took a vote which was 1 in favor, 7 against, and 2 abstentions.

Motion #28 - The following points were brought up during discussion on this motion:

- a. What is the purpose of the *Introductory Guide*?
- b. Fellowship interest in a more economical format and a lower price was expressed at MARLCNA.
- c. Board has the power to say they agree with this motion and that a new format is being arranged without action of the WSC.
- d. This book is not being utilized by the fellowship at the level we anticipated.

Yes vote with final recommended price to be determined at the directors' meeting at the conference.

Motion #30 - Creation of ad hoc committees - It will require a 2/3 conference vote to pass this motion. Vote by board was 6 in favor, 4 against.

Motions 33, 34, 35 - The vote for all three of these motions was 1 in favor and 9 against.

Motion 39 - After discussion regarding gender neutral changes to the steps and traditions, Chairperson Mary Kay asked for a vote--5 were in favor of committing this back to the groups and 5 were against this. The chairperson then voted to break the tie and refer this issue back to the groups.

Motion 44 - Nine board members were in favor and 1 was against having the World Service Conference every two years.

The next discussion (#10A. on the agenda) was on scheduling of a board meeting at the conference. The original plan was to meet on Saturday, April 24 from 4-10:00 P.M. Walter J. and John B. will not be at this meeting on Saturday night. The board then decided to make plans for time and location of a board meeting when they get to the conference. No meeting is planned for Saturday.

The board then went into a closed session on health-related personnel issues at 5:10 P.M.

Board reconvened at 6:45 P.M.

Regarding the NA Editorial Board staffing, it was M/S/C (Chuck L.\John B.) "to table this until the April meeting." Vote was unanimous.

Management Systems - Joe G. feels we should involve staff people, boards, and committees in quality management programs after the conference. He does not want to proceed with this unless the board understands it will take time to implement properly. Mary Kay asked how this fits into the inventory project. Joe pointed out that this is a management approach which focuses on identifying potential areas for quality improvement before problems happen. Measuring our performance through customer satisfaction questionnaires in several areas will help us identify our current quality and current problem areas. Three members of the board have already had experience with quality management programs. Joe then passed out a blue questionnaire sheet asking the board to fill it in and return to him at the end of the meeting.

Anthony then explained how Barbara Coman (facilitator) has helped to identify areas that needed help and how well she works with management. Joe then explained the difference between the two development plans--one totaling \$10,000 and one totaling \$20,000.

Board then recessed at 7:12 P.M. for dinner.

Board reconvened at 8:15 P.M.

Branch Office Reports - Bob S. is going to Canada to continue staff development, purchase an inexpensive fax machine, and to lease a copier. Brian, the new employee, is doing well.

On WSO-Europe, there was much discussion on considerations of the board. Mary Kay would have to appoint a chairperson of the European Branch Advisory Committee from

the board to take care of plans for the July meeting and communicating with the Europeans about what will be expected of them. One of the purposes of the committee was to get the European Newslane going again. The staff would work with the chairperson as soon as possible to gather information so that he will be ready for any questions during the WSC, since three of the four European advisory committee members will be in attendance.

It was then M/S/ (Chuck L.\Bob F.) "that George H. and Bob McD. go to Europe in July." **Further discussion developed a consensus that WSO senior management should determine which two staff should attend. No vote on this motion was taken.**

It was M/S/C (Chuck L.\Tim B.) "that Joe G. and George H. will decide which two people will go." There was no discussion and vote was unanimous.
Tim was appointed by Mary Kay to act as chair of the European Advisory Committee.

It was M/S/C (Chuck L.\Bob F.) "to send Tim B. to Brussels for the annual AIBSL meeting and to Stockholm as chairperson of the European Advisory Committee." Vote was unanimous.

It was M/S/C (Chuck L.\Randy J.) "that the board fund the trip to Stockholm in July for the four European advisory members." Motion passed unanimously.

Regarding a WSO-Europe manager, George pointed out that this job description was developed in the fall of 1991, but has been rewritten for this managerial position.

Board took a break at 9:55 P.M. and reconvened at 10:03 P.M.

Tim B. requested that we reaffirm our commitment to the WSO-Europe office as an integral part of our commitment to the fellowship to provide services necessary to enable it to accomplish its primary purpose.

It was M/S/C (Tim B.\Chris C.) "to reaffirm WSO's commitment to WSO-Europe." The vote was unanimous.

The board then thanked Tom R. for his report on the WSO office visit. **There was some discussion about whether or not we are going to send another board member. The consensus was that we do not need to make a decision right now.**

Business Plan - We have developed a set of issues and format. We need the board to answer the following:

- A. What type of long term financial goals are we looking at?
- B. What are our goals regarding operating capital and prudent reserve?

There will be a business plan conference call after this information has been out for awhile.

NA Video - The fifth draft of the script was received and should be completed by April 16. The board then discussed the communications from Alternative Visions regarding the

"Tracy Ann" incident. The executive director was instructed to write Alternative Visions and express our concerns regarding possible legal consequences regarding this claim.

On the production status of the Universal Medallion, Anthony pointed out that it would cost \$942 for the die to produce the sample that the board may or may not approve. After discussion on this subject, it was M/S (Chuck L.\John B.) **"the board not authorize the \$942 for production of the universal medallion die."**

It was M/S/C (Randy J.\Bob MacF.) "that we authorize the printing of 3,000 copies of a Special Edition of It Works for \$35.00." Vote was 6 in favor and 4 against.

It was then agreed that this should be on the agenda for the next meeting in April so that it can be discussed again. Also put on the agenda for April the question about hard cover versus soft covers copies of *It Works*.

Legal Update - WSO v. Moorhead case is finished. On the PIE v. WSO case, we did not expect and have not yet received any update. A written response to questions about the Hebrew Basic Text publication was sent to Dr. Holder. This response prompted a phone call from him stating his full acceptance and approval of WSO actions.

The board adjourned the meeting for the day at 11:30 P.M.

Board reconvened at 8:00 A.M. Sunday.

The meeting opened with a discussion of misuse of credit cards. **It was M/S/C (John B.\Bob F.) "that any misuse of credit cards by trusted servants is cause for immediate revocation of credit privileges."** Mary Kay asked if this was an amendment to the travel policy which prompted brief discussion. Then the board voted unanimously in favor of the motion.

Budget - It was M/S/C (Tom R.\Walter J.) "to adopt the budget as revised." Then there was a motion to adopt the budget as amended and the WSO-European budget as based on the amended December 31, 1992 income statement. The adoption of this budget includes the contingency line. Vote was unanimous.

WSO Capacity Working Papers - Joe pointed out that there will be additions after this weekend and then we will give you staff recommendations. Joe noted that final capacity and staffing decision could not be made until after the WSC as conference decisions are the basis of the annual work plan.

Directors Nomination - Tim summarized the election process as presented in our bylaws. Bob McF. still has one year left on his current term but he needs to go back to the WSC for re-election because he has served on the board for three years since his election to the pool. Similarly Walter J. has two years left on his term but likewise needs to return to the WSC for re-election to the pool. Bob F. has two years at pool eligibility remaining. Tom L. asked for clarification of nominations, pool people, etc. Three directors will be going back for re-election to the pool by the conference--Bob MacF., Walter J., and John B.; Tom R. and Tom L. automatically go into the pool.

It was M/S/C (Randy J.\Bob F.) "to nominate Walter J., Bob MacF., and John B. to the board of directors' pool." Vote was unanimous.

Next, Janis Edwards name was brought up. She is active in WCC and willing to serve on the WSO board. **It was M/S/C (Tim B.\Bob F.) "to nominate Janis Edwards to the WSO Board of Directors for a one year term." Vote was unanimous.**

It was M/S/C (Chris C.\Bob MacF.) "to nominate Jay Reichbaum for a one year term to the board of directors." Vote was unanimous.

It was M/S/C (Tim B.\Tom R.) "to second the nomination of the German Speaking Region of Daniel Schussler to the BOD pool."

Mary Kay will formally notify the nominees and tell them to submit their resumes.

Next was a brief discussion on the WSO Annual Report. The board did not like the idea of handing out an annual report at the conference without the actual audit included. They were assured that the audit information will go in the WSO Annual Report and will be mailed approximately two weeks before the conference. Anthony pointed out that if we made our conference year match the audit fiscal year, we would see a 35%-40% reduction in our auditing fees. Any changes or additions the board had to this report were given to staff for processing.

Next item for discussion was the 40 year anniversary t-shirts for sale at the WSC. **It was M/S/C (John B.\Tim B.) "that we accept the proposed T-shirt design and instruct Anthony to prepare and order a reasonable quantity." The vote was unanimous.**

It was M/S/C (Tim B.\John B.) "that we affirm the decision to put a five per cent (5%) surcharge on credit card orders." Vote was unanimous.

It was M/S/C (John B.\Chuck L.) "that effective June 1, 1993, we reduce the price of the Introductory Guide to Narcotics Anonymous and that we produce it in a less expensive format in the future." At this point, there was discussion about inventory on hand, how this would affect the budget, and the price at which this item could be sold. Then a vote was taken. It was unanimous.

Anthony would like the board to be aware that he is developing a proposal to schedule a trip to the Pacific Rim in the spring of 1993 and will get a proposal to the board prior to the April BOD meeting.

Sales policy comments were directed to Anthony's attention so that it can be addressed at the April meeting of the conference or the following June meeting.

Regarding the WSO move, Tom R. pointed out that in June we will have to discuss whether we are going to move or not in 1993.

It was M/S/C (John B.\Chuck L.) "that we remove from the table the original motion to set the price of It Works: How and Why at \$8.80 and remove from the table the proposed substitute motion to set the price at \$6.95." Vote was unanimous.

It was M/S/C (John B.\Chuck L.) "to substitute the price of \$6.95 for the price of \$8.80." Vote was unanimous.

The board then voted to set the price of It Works: How and Why at \$6.95. Vote was unanimously in favor.

Mary Kay then reviewed the remaining fellowship communication issues resulting in the following:

- a. *Introductory Guide* formatting and price have already been addressed.
- b. Central Nebraska sales policy input will be acknowledged by the chairperson.
- c. Multiple input from UKSO will be acknowledged by the chairperson.
- d. Key tag request from Wichita will be researched with results provided at the April or June BOD meeting.
- e. No response necessary as no request for greeting cards from Victoria BC was directly forwarded to the BOD.
- f. Courage II report was provided as information only.

The meeting was adjourned at 11:00 A.M.

NOTE: Our next meeting will be at the WSC with exact date, time, and room location to be announced at the WSC.