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MINUTES
BOARD OF DIRECTORS' MEETING
SEPTEMBER 26, 1992

MAR 13 1993

K. Joe Gorrett

Those in attendance: Tim Banner, John Burnett, Bob Feneran, Randy Jones, Tom Logan, Tom Rush, Bob MacFarlane, Chuck Lehman, Walter Johnson, Chris Chambliss. WSO Staff: George, Joe, Anthony, Bob McDonough. WSC attendance: Dave Tynes.

Since Chairperson Mary Kay Berger was attending a Fellowship Intellectual Property Trust workshop in New Jersey, Vice Chairperson Randy Jones called the meeting to order and asked Bob MacFarlane to read the daily entry from *Just for Today*.

Randy then asked if there were any additions or corrections to the first section of the agenda. There were none stated. He then asked Joe to comment on staffing and Joe noted that the outplacement assistance to the previous group services assistant was successful in helping that employee to relocate to another job and thus no unemployment claims are anticipated. Joe also noted that Eileen Perez, the new group services assistant, was currently involved in an office training and orientation program and that no serious backlog would result in group services due to this personnel transition. Joe then noted that our order processor, Lynda Galloway, resigned and a replacement search was underway. This position can be adequately addressed through the use of temporary staff and reorganizing priorities of the accounting team and the entire WSO to assure sufficient order processing takes place.

Joe then noted that an organizational chart highlighting the current team approach was listed in Book 1 on page 26. Joe also indicated that he had intended to provide a summary of special worker vacations to assist trusted servants in scheduling their communication with special workers, but that other priorities had made it impossible to complete that summary for this board meeting. Joe also provided an organizational status update, noting that the WSO was on target in meeting all of its assigned goals including the goal of finishing the year in the black. Joe further noted that as we emerge from our previous financial condition, we must move with caution to assure both our long term physical viability and our ability to provide basic services that had not received adequate staffing during the past two years due to other more pressing priorities.

Chuck and Tim then gave the WSB report noting the primary emphasis of the most recent trustee meeting was an in-depth discussion of *Guide To Service*. The trustees also used their four day meeting to complete and report on projects assigned to the BOT Subcommittees.

Anthony then gave a production and sales review noting that resolution of the current back order situation would be completed before the end of November of this year. Anthony also noted that *Just for Today* had sold over 18,000 copies in its first month of printing and, thus, will probably exceed the 22,500 unit sales goal for 1992. Anthony then noted that our biplate medallion sales have been strong, but quality control has been less than optimal. To address this, he recommended that the board authorize upgrading the biplate production process to use only proof coins which would increase the base price of the coin to be biplated to 38 cents. There being no objections voiced from the board, the staff will institute the use of proof coins in future biplating processings. Anthony also

indicated the desire to send Bob Stewart to both Nevada and possibly Denver to investigate our medallion production process to assure a high degree of quality control. There being no opposition from the board, such travel was approved.

Bob McDonough then gave a financial report noting that our projections at the beginning of the year were proving to be true and that we would be well into the third quarter before reversing problems with cash flow and back orders. Sales in all categories have met or exceeded anticipated levels and most payments from regional service offices have been received on a consistent thirty day basis. Bob noted that we will be moving our first priority which emphasizes emergency status of past due payables to a concentration on building up inventory to eliminate current and potential back order problems. After further discussion of our financial status, the board requested a summary of all receivables past 120 days and an aging summary for both fellowship and non-fellowship customers. It was also noted in the financial report that the WSO has been able to survive the financial difficulties of the past two years without eliminating our ongoing capability to provide services to the fellowship. After payables are reduced further and inventory levels increased, we will then strengthen our capability to provide services to the fellowship by adding additional staff.

The board also discussed the desire to have more information on tracking expenses with the hope of providing a greater degree of cost control.

The board also expressed concern for the infrastructure for the office and reiterated the need to address internal administrative issues such as adequate information on the current status of our copyright protection on all copyrighted material.

Anthony then gave a report on the World Convention in Toronto noting that approximately 3,300 people had registered. Anthony also projected that current outstanding obligations should be met by October 10 and would result in the Convention Corporation's ability to repay approximately \$40,000 to \$45,000 of the \$60,000 debt owed to the WSO. Anthony also noted that WCC will be meeting in Chicago over the weekend of December 5 at which time many internal reconstructing proposals will be considered by the WCC board. It was also noted that the site decision for World Convention in Europe for 1995 would be made at the December 5 WCC board meeting. It was also noted that a change in the supplier of wearables to be sold at the convention was necessary approximately two weeks before the convention. This potential problem in the use of local wearable suppliers pointed out the special challenges in conducting a convention outside of the US and also pointed out the potential value of establishing a working relationship between the World Convention Corporation and major wearables manufacturers.

Dave Tynes was then asked to give a WSC report in which he noted that the plans for the upcoming October 31 workshop were on target. Dave had also noted that an additional workshop in February or March was currently under consideration by the administrative committee and may be a substantial asset to committees in developing plans for the coming years that could be discussed at the WSC. Dave also noted that the WSC Admin Committee is currently discussing their response to the motion to have the WSC every two years, but wanted to await the final recommendation of the *Guide To Service* committee prior to finalizing a recommendation on a bi-annual conference. Dave Tynes then gave a report on the Interim Committee meeting that they had reviewed international

travel requests and were in the process of reviewing both the clean time count-up form and implementation of the clean time count up program.

At that time, the board raised concern that the total clean time calculated figure would not be useable to convey anything about the size or effectiveness of the Narcotics Anonymous program. The board members also expressed a concern that it may not be appropriate to so closely link the calculation of fellowship-wide clean time with that of a direct donation fundraising effort.

Dave Tynes then gave a report on current status of the development of the *Guide To Service*. Dave presented and explained a organizational approach that would be used as a discussion point at the next *Guide To Service* meeting. Discussion around national and world level organization focused on the generation of a single board addressing all world level responsibilities through committee structures that were monitored by RSR delegate review panels. After brief discussion of the proposed direction taken by the *Guide To Service* committee, it was a consensus of the board that individual members could provide input to the *Guide To Service* committee but that the board of directors as a whole should not express formal input at this time.

George was then asked to present the update of our copyright status of all NA literature. In general, our current status offers us a high degree of copyright protection. An in-depth analysis of all copyright protection was still in process with further detail to be provided to the board of directors when available.

Bob MacFarlane then gave a status report on the NA video noting that requests for proposals had been sent out and that approximately ten proposals had been received to date.

George then provided an update on the European trip noting that the move of the WSO Europe office from London to Brussels was now complete. George further noted that he continues to maintain weekly contact with the WSO in Europe. George also noted that the opportunity to discuss literature distribution issues with several members of the German- speaking Fellowship in attendance at the European Conference Convention greatly enhanced WSO's working relationship with that Fellowship.

At this time, Vice Chairperson Randy Jones asked if there were any additions or changes that should be made in the second section of the agenda. There being none, we proceeded to review that section. Randy asked if there were any additions or corrections to the June minutes other than those noted on in Book 2, page 3. Tim Banner noted that item #2 in Book 2 on page 3 should read as follows: "A member of the World Service Board was elected by the World Service Conference to serve on the World Service Office Board of Directors. Chuck Lehman was elected by the World Service Board to serve as that member." There being no other additions or corrections offered to the minutes, it was M/S/C (Walter Johnson/Bob Feneran) "that we accept the minutes with all the corrections that were offered." The vote was unanimous. The board of directors then went into an executive session to review personnel recommendations in relation to requests made by the previous staff person of the World Service Office - Europe.

George then presented a proposal for a visit to World Service Office-Europe prior to the end of the year to assure that recently established systems were fully operational. It was M/S/C (Bob MacFarlane/Tom Rush) "that the board authorize such a trip." The vote

was unanimous. It was also noted that at this time no additional information had been received from the regional service committee in New England; thus, no action could be taken on previous requests from the New England regional service committee.

The board then reviewed the job description for an editor position with the primary responsibility of the *NA Way* listed in Book 4, page 20. After brief discussion, it was a consensus of the board that this job description accurately represented the position to be filled. It was noted that this new staff person would also serve as a member of the WSO publications team rather than serving as a primary staff person of the *NA Way* department, since the current organization of the WSO is focused around teams rather than departments. The board then considered an expansion of the use of the fulfillment service currently being used by the *NA Way* and after reviewing the material in Book 2, page 8, it was M/S/C (John Burnett/Chuck Lehman) "that the board of directors accept the proposal as presented." The vote was unanimous.

The board then considered a proposal to accept the NA Way magazine proposal outline in Book 2, page 11 to create two additional lines of merchandise that will be used to further awareness of the NA Way magazine. While there was no opposition to the use of the NA Way magazine logo, concern was expressed that the use of characters from the home group cartoon strip featuring Slugg may not present an appropriate image. The position was also presented that the use of humor to communicate may be an effective tool in reaching some members of the fellowship. Concern was also raised that perishable or dated items must be inventoried in conservative numbers to prevent economic loss. After further discussion, it was M/S/C (Chuck Lehman/John Burnett) "that we accept the proposal in Book 2, page 11." The motion passed with a vote 5 in favor, 3 against, and 1 abstention.

Anthony then commented on his report on the potential for the use of a computer bulletin board. After discussing this report, the board consensus was to authorize the trial of a receptionist assistant computerized telephone reception approach while continuing to study the potential benefits and risk of a computer bulletin board.

Tim Banner then reported on the committed motion to require direct election of the WSO chairperson and vice chairperson by the WSC. In the discussion at the BOT meeting last week, some trustees noted that a primary motivation for this motion was to create accountability for Interim Committee members directly to the WSC. Concern was then raised that Interim Committee accountability and structure should not be achieved by modifying the board election processes. A viewpoint was expressed that new board members should participate in the selection of the leadership of that board and that through the conference election itself of all board members, the conference had expressed its confidence in every elected member.

The question was also raised about the legal propriety of an unincorporated association of individuals (world service conference) electing the chairperson and vice chairperson of a tax-exempt, nonprofit corporation. Due to the complexities of the issues raised above, it was M/S/C (Chuck Lehman/John Burnett) "that the board of directors state their position as con to this committed motion." The vote was unanimous. Tim was asked to draft a response to the committed motion for the November Board meeting.

Tim then reported on the committed motion to eliminate the attendance requirement at the WSC to be elected to the WSO Board of Directors or the WCC Board

of Directors. After brief discussion including the practical economic hardship which would be placed on any potential nominee if attendance were required, it was the consensus of the board to adopt the recommendation in favor of waiving attendance requirements at the WSC to be elected to the WSO board of directors or the WCC board of directors. Tom Rush was asked to draft a response to the committed motion for the November Board meeting.

In reference to the committed motion on relocation of WSO, Joe presented two questions. First, should additional research be conducted to respond to this motion and second, should such research be done by an outside independent consultant at an approximate cost of \$7,000. After brief discussion, it was the consensus of the board of directors that the current research done on this topic was sufficient and that the board of directors should focus its energies on obtaining one single building in Southern California close enough to the existing location so that no expenditure for staff relocation would be necessary.

Tim then noted that additional work would be required to finalize a recommended intellectual property use policy. At present, we had three working drafts that needed to be consolidated before the board of directors can take final action.

The board then considered appointment of an additional WSO board member to the WCC Board of Directors. The point was raised that there was no reason to change plans indicated at an earlier meeting to have Tim Banner function in that additional role. Tim noted that he would be willing to accept that additional responsibility if no other board member expressed a desire to serve on that board. After a brief discussion, it was M/S/C (John Burnett/Bob Feneran) "that the board appoint Tim Banner to the WCC Board of Directors." The vote was unanimous.

Walter Johnson then gave a business plan report as outlined in Book 2, page 93 and 94. After brief discussion, it was the consensus of the board that the business plan committee was proceeding as instructed. It was then M/S/C (Chuck Lehman/Tim Banner) "that the board accept the two purpose statements and a mission statement as outlined in Walter's report." The vote was unanimous.

Randy then asked if there were additional items that should be added to the agenda at this time and after brief discussion the following items were identified:

1) Sales policy development, 2) Clean time count-up program implementation, 3) Board of directors participation in the New York multi-regional learning weekend, and 4) a clear delineation of board member re-election eligibility from the board of directors election pool.

The board also wanted to establish a meeting site away from the Los Angeles area for one board of directors' meeting. After brief discussion, a preference was identified for the Southeastern United States, probably Atlanta. After discussing the budget preparation emphasis of the next two board meetings, it was M/S/C (John Burnett/Tim Banner) "that we plan to conduct the March board of directors meeting somewhere in metropolitan Atlanta, Georgia." The vote was unanimous. Staff was asked to prepare a cost estimate of this meeting and report to the Board at the November meeting.

The board then reconsidered the review and comment of World Service Conference clean time count up-program. After substantial discussion, it was a motion by Tom Rush

"that the board of directors recommend to the Interim Committee to re-evaluate the implementation of the clean time count-up program." That motion died for lack of a second based on the concern that the clean time count up program was a program of the conference and that it would be inappropriate for the board of directors to present such a recommendation to the administrative committee of the WSC.

After further discussion, it was M/S/C (Chuck Lehman/Bob Feneran) "that the board of directors advise its chair and vice chair to ask the Interim Committee to reconsider its support of the clean time count-up program as currently designed." The vote was unanimous.

A request for board of directors participation in the New York regional forum was then considered by the board of directors. After brief discussion of the board, it was the consensus of the board to ask Tom Logan and Bob Feneran and one member of the executive committee to be determined by the executive committee to participate as representatives of the board of directors at the New York regional forum.

The board then recessed for dinner and reconvened with a discussion of board of director election procedures.

Tim reported that the WSC Policy Vice-Chair had asked him to review the WSO Bylaw Section which appeared to allow pool members to be elected from the pool more than once. This ambiguity would allow a pool member to be seated to fill a one or two year term which came open because of a resignation during a three year term and then returning that person to the pool for a subsequent election to a full three year term. This would allow a director to serve four or five years without returning to the WSC for re-election to the pool. This practice is within the letter of the current Bylaws but is contrary to the intent that a director needs to stand for election every three years to insure accountability to the WSC.

It is therefore the recommendation of the Bylaws Committee that this Bylaw Section be amended to clear up this ambiguity and that Bob MacFarlane and Walter Johnson be nominated by the WSO Chairperson for election to the BOD pool at the 1993 WSC.

The board then discussed the WSO sales policy and after substantial discussion of a number of different approaches, it was M/S/C (Bob MacFarlane/John Burnett) "that the board authorize WSO staff to present a proposal to Hazelden to lower their percentage discount from 40% to 35%." The vote was unanimous.

The board then took a straw vote on the concept of fully implementing the existing sales policy. That general direction was unanimously supported by the board. It was then M/S/C (Tim Banner/John Burnett) "that we extend the November 1, 1992 expiration date of our current sales policy until it is replaced." The vote was unanimous.

The board then requested a detailed analysis of the impact of strictly implementing their existing sales policy except for a reduction of Hazelden to 35% and similar analysis on the five options identified in Orlando.

The question was then raised as to what board members should be attending the WSC meeting in Cincinnati. It was the consensus that the Chair and Vice Chair of the board of directors should attend.

Upon discussion of a request from the literature committee, it was M/S/C (Tim Banner/Bob Feneran) "that we remove the word 'Newly' from the cover of all subsequent printings of the white book." The vote was unanimous.

The board also considered a request from Prostitutes Anonymous to reproduce portions of NA literature, but as of this time, their request was not yet specific enough for the WSO to take action.

Joe noted that preparation of a medallion without narrative is still in process and would be presented to the board at their November meeting.

Joe also called the attention of the board to a request for low cost basic texts for use in institutions. It was a consensus of the board that the reply to this letter should encourage the author to use the Introductory Guide as the most low cost piece of literature currently available and specifically designed for this use.

There being no other items to come before the board, the meeting stood adjourned.