

**BOARD OF DIRECTORS
AND
BOARD OF TRUSTEES
MEETING
JUNE 1991
APPROVED MINUTES**

The meeting was opened at 9:00 A.M. on June 15, 1991 with a moment of silence followed by the Serenity Prayer.

Directors Present:

Bob McDonough, Chair
Bill Winterfield
Randy Jones
Tim Banner
Chris Chambliss
Mary Kay Berger, Vice Chair
Martin Chess
Oliver Stanley
Walter Johnson
Bob McFarlane

Trustees Present:

Jack Bernstein, Chair
Stuart Tooredman
Chuck Lehman
Becky Meyer, Vice Chair
Greg Pierce
Kim Johnson
Pete Cole
Bob McKendrick
Danette Banyai
Steve Bice
Garth Popple
Jamie Scott-Hopkins

WSC Admin. Members:

Barbara Jorgenson, Chair
Tom Rush, Treasurer
Mitchell Soodak, Policy Chair
Rogan Allen, P.I. Chair

WSO staff: Joe Gossett, Anthony Edmondson, George Hollahan, Cyndi Sarnecky, Lee Manchester, Steve Sigman, Steve Lantos, Hollie Arnold and Angie Gejeian.

The first item on the agenda was the **relationship between the Board of Directors and the Board of Trustees**. Concerns were expressed regarding the overlap of business between the Board of Directors, the Board of Trustees and the conference, with questions raised as to how to implement an increase in communication. It was noted that the current draft of the BOT Internal Guidelines include the option of increasing the number of Directors to fourteen with the additional two positions to be filled by nominations of the Board of Trustees approval by the Board of Directors. It was noted that this proposal or any other structural proposal would have to be approved by the WSC prior to implementation. Tim Banner then noted that this proposal would also require a change in WSO Board of Directors By-Laws but such a change could be implemented in the BOD was so instructed by the WSC.

One of the trustees then shared some early history of the World Service Office when the functioning of the office was overseen by the Board of Trustees. When the office was incorporated in 1976 three of the five members of the Board

of Directors were Trustees. During the 1970's the Trustees were much more involved in the everyday function of the World Service Office, while their involvement has decreased in the last ten years. The Board of Trustees have since found themselves with an undefined role regarding the WSO.

Several people shared their thoughts regarding shared membership, with concern being expressed that a complimentary relationship has never been developed. Several points were brought into the discussion including the need for unity in regards to projects being developed, open communication between the Boards, developing and maintaining a management/decision-making procedure, and developing an operations and accountability policy and procedure. Some of the members present shared their feelings about reports from both boards not including adequate information to allow for making of policy decisions.

Positive feelings were expressed regarding the Interim Committee and the communication that is occurring within that small body of people. A member again expressed their concern that decisions are made with only partial information which contributes to an inadequate decision making process. The possibility of the Board of Trustees making some decisions in regards to the World Service Office was discussed at this point. A trustee shared that during the Trustee committee meetings many people are involved in the discussions, such as WSO staff members and WSC members. These members also are involved in voting on internal committee decisions and setting priorities within the committees. The entire Board of Trustees then makes final decisions. It was felt that working together assists in making better plans and decisions. Participation between the Boards was encouraged by several members.

The next topic of discussion was the **right of an individual trustee** to share their thoughts and opinions with the Board of Directors concerning their nomination and election process. Jack B. was asked if the opinions expressed by this individual were consistent with the opinion of the entire board. He indicated this member wasn't representing a consensus of the Board of Trustees. He also shared that this member should first have expressed their feelings with the Board of Trustees.

The **decision-making process regarding Fellowship Services at the WSO** was brought up for discussion, especially in relation to the need for an increase in communication between the two Boards. One director shared their thoughts on how the Board of Trustees should have more input regarding Fellowship Services, but business decisions regarding the office are the responsibility of the Board of Directors. Another member shared their opinion that the Board of Directors should be more empowered to make decisions regarding Fellowship Services, but they must be answerable to someone. The issue of increased communication between the Boards was again stressed, with members of both boards being encouraged not to act from "hidden agendas."

Several members then shared concerns they held regarding their perceptions of "hidden agendas" by members of the other board. These included concerns regarding the World Convention and special interest meetings, how members hold personal conversations regarding issues and decisions without

bringing these concerns to the Board which they affect, and how the personal lives of members can be affected by their position on either of the Boards. Again, these topics were referred back to the need for increased, honest communication between the members of both Boards. One trustee expressed positive feelings regarding the outcome of this meeting because of the honest, open sharing of opinions and feelings.

Discussion was then held relating to the **Fellowship Services Evaluation Team** and the role this body has in educating the WSO Executive Director. It was suggested that each arm of world service should educate Joe Gossett of what each group does. Joe Gossett then advised the boards of what he has been doing during the ten weeks he has been employed by the WSO. He feels he doesn't have a job description as yet, but has had the help of some very good supervisors. He feels he is progressively being empowered, but has a very vague understanding of the do's and don'ts of his position. He related his desire for guidance in this matter. A trustee shared there is not a problem with Joe managing the office, but that the "don't" list means not trying to manage N.A., rather to be a trusted servant of the fellowship.

Regarding the Fellowship Service Evaluation Team, a trustee indicated he sees a need for this group to have their role defined and goals clearly stated. Presently, there is nothing concrete on how much involvement is needed by this group nor what is practical regarding their involvement in Fellowship Services at the WSO.

Bob McDonough advised the Board of Trustees he has been **elected as Chairperson of the Board of Directors**. He also requested that the trustees advise him, either individually or from the entire BOT, if they feel he is making too many mistakes.

A director posed the following **questions for consideration**, without any answers being developed at present: What is this combined group (BOT/BOT) called when they meet together? Where do we voice our concerns? What is our identity when this is a combined group? He also related his belief that when these groups meet together very little is accomplished and few decisions are made leaving the WSO staff in the position of making decisions based on their understanding of the discussions.

M/S/C (Jack Bernstein/Bob McDonough) "To break for lunch." The meeting will reconvene at 1:30 P.M.

The meeting reconvened at 1:30 P.M.

The **proposed WSO Annual Work Plan** was the next item discussed. A suggestion was made that actual "man hours" be listed so that realistic plans can be made regarding projects. A trustee mentioned hearing that the traditions project will be put "on hold" due to the present strain on human resources at the WSO. He reminded the group of the priority which was placed on this project by the 1991 WSC participants. The Interim Committee members were asked if they

deal with issues of available resources, manpower, etc. during their weekly phone calls. It was determined that the Interim Committee is not yet clear as to what needs to be discussed on their calls, but that they are open to discussing any items or issues which are felt to be of importance within the fellowship and/or at the WSO.

Discussion continued regarding the lack of staff resources at WSO and how that impacts on the WSO projects and the priorities list developed by the World Service Conference. WSO management level staff indicated there are presently not enough human resources to work on all these projects.

It was pointed out that the World Services members need to know what the problems are regarding the WSO so that solutions can be discussed. The trustees were advised of the difficulties with staff being able to complete the projects they have been assigned, as there is more work to do than hours to do it in. They were also advised of the dire financial problems the office is facing which may necessitate the postponement of some projects. Additionally, one of the buildings in which the WSO operates has been put up for sale. A suggestion was offered to consider the possibility of condensing the World Service Office facility.

The trustees were then informed of the emergency provisions regarding personnel reductions that were discussed within the Board of Directors during their meeting the day before. Considerable discussion then occurred regarding the poor financial situation at the WSO. The points raised included the need to decide on what services may need to be cut, the development of new products for sale by the WSO (Daily Book, Daily Journal), other means by which to raise funds for both the WSO and World Services, and which projects are the priority for development by the WSO. Bob McD. indicated that the Board of Directors is open to input from the Trustees on these issues but that there are actually few choices, and decisions must be made regarding these matters.

A question was then raised regarding **what decisions could be made during this meeting**, and what decisions could be left up to the Board of Directors to make? Also of concern was whether the Interim Committee or the Board of Directors makes the decisions now? This led to a discussion of who is actually on the Interim Committee, the Travel Committee and Budget Advisory Committee, including the boundaries between who is making these decisions and how do these groups interact with each other. The Interim Committee is acting as the Travel Committee for the 1991-1992 conference year. There is not presently a Budget Advisory Committee as those functions are also being undertaken by the Interim Committee.

It was again stressed that a decision needs to be made regarding the development and sales of new products to assist with the financial situation at the WSO. A trustee reminded the group there is no provision as yet of who, or what group, will make the final decision in matters such as this. In response to the comments that a decision must be made today regarding the development of new products and the use of contract writers, Bob McK. commented that he feels this type of impulsive decision making has contributed to our financial problems. He feels these decisions need to be based on a business plan with realistic financial information presented with supportive narrative information. He doesn't see that this information is currently available to the Board of Directors. He sees that the

WSO operated last year at a deficit and it is irresponsible to continue to take these losses without stopping the loss or having a realistic plan of operation. He sees that this is a fellowship wide problem that needs fellowship wide support. He would like to see RSR's involved in solving the problem.

M/ Randy Jones/ "That we all decide the agenda for Fellowship Services right here." Motion died for lack of second.

Bob McKendrick raised a Point of Order that such decisions should not be made out of desperation. He related feeling that the issues should be looked at rationally, but sees that this will be difficult as the Trustees don't have the same financial information as the Directors. This was agreed to by a few trustees, who also felt that in order to make a joint decision, the Directors must furnish the Board of Trustees with more information. Other trustees felt that the BOT should not be involved in making any financial decisions. One trustee indicated the WSO needs to cut operational funds to increase their financial margin as anything else would be irresponsible.

An inquiry was then made on whether the motion empowering the Interim Committee had been reviewed, and what exactly their specific role is? A member of the Interim Committee related their understanding that the Interim Committee makes necessary decisions affecting N.A. World Services when the WSC is not in session, mindful of the priorities previously established by the WSC. George H. then shared his concerns towards what could be done since only half of the members present know the financial situation of the WSO. He sees there is a need for a common understanding in determining priorities. He indicated his need for direction from the Directors and Trustees on how best to direct WSO staff for the optimum utilization of their time and skills, with the understanding that there will be a problem with the writing projects.

Discussion then turned to the **Daily Book project** and the contract which the WSO has entered into with a previous WSO employee to write initial draft material for this project. A trustee noted that Bob McDonough gave a report on the use of contract writers to facilitate the completion of the Daily Book project. This report did not include the information that the trustees contacted were opposed to the use of a contract writer. Several members shared their concerns with hiring a contract writer to work on this project. These included such issues as financial considerations of hiring the contract writer, the priority of the Daily Book project, the need for the trustees to be involved in policy decisions such as whether the WSO should use an outside contractor, and whether the use of contract writers is appropriate for the literature development process. A suggestion was made to contact the fellowship as a whole, through the RSRs, informing them of the possible options for literature development.

Discussion ensued as to which projects could be completed, postponed or have work stopped completely. George indicated that dropping *The Guide to Service* wouldn't make much of a difference, either financially or with personnel, but that dropping any of the other three projects would make a difference in both these areas. Presently, he feels there is enough staff to complete the priority projects as long as there is not any further staff turnover the remainder of the

year. Jack B. indicated the Traditions project is the only project on schedule, to the best of his knowledge. He stated his lack of understanding for entering into a contract situation with an outside writer if we have the internal staff to complete this project by postponing some other projects. He again stated his problems with paying someone outside the WSO to work on this project when the WSO is in such a difficult financial situation.

At this time, Joe Gossett brought up the issue of generating funds to get these projects done. A trustee mentioned his desire for the BOT members to receive a monthly cash flow statement to assist them in understanding the financial aspects of the World Service Office, as developing any list of priorities should be based on sound business understanding.

The Board of Directors Chairperson then asked for clarification in regards to the contract writer. A suggestion was made for the writer to do only the editing and proofing, if this is acceptable. Another option would be to reassign present staff to these projects. The following reasons were cited as reasons why using a contract writer may not be in our best interest for this project: how will the fellowship respond into this process since healing has just really occurred regarding having contracted with a professional writer in developing the "White Book," and that this is a policy decision which has the potential to affect the entire project, again due to our past history with this process.

Barbara J. WSC Chairperson, then advised the Directors and Trustees of some of the **decisions already made by the Interim Committee**. Discussions have included the consideration of requests for financial support of specific items. Items submitted for consideration but which were denied include: the translation of the thirty-three daily book entries; travel only for the WSC P.I. Chair to this meeting to discuss the P.I. Video, but not the Vice Chairperson; no clerical support on demand from WSO but to inform world service members that they will have to do their own clerical reporting and any requests for any kind of unusual use of staff time will be referred to the Chairperson of the BOD. Also, all were advised not to assume funds will be reimbursed unless the newly developed request forms are filled out. Requests for funding of meetings must be made and approved in advance. Mailings will no longer be done on demand, and Conference participant mailings will be done only once monthly. Funding was approved for travel by one member of the Additional Needs Panel to attend a multi-regional workshop in Canada. Barbara also advised the group that there are many things not on the priority list, such as starter kits, etc.

A short discussion then occurred about the **P.I. video**. It was determined that due to the financial situation of the WSO, we are not in the financial position to do this right now. Further discussion on this issue will occur during the Board of Directors meeting this evening.

Fundraising options were the next item of discussion. Joe Gossett explained his fundraising proposal, whereby a statement would be read by group secretaries and envelopes would be made available to members for individual donations outside of the Seventh Tradition donation process. There were a variety of opinions shared on this proposal, ranging from support of the idea to

total opposition. While several members in support of the concept of requesting financial contributions, many other members very much in opposition as this idea has not been discussed or approved by conference participants. There were also concerns that this would set a precedent for groups, areas and regions to make "appeals" for money. On the other hand, there was support of having individuals make donations to the WSO, as it is up to each individual as to whether they want to make these types of contributions. Barbara J. indicated that she plans to encourage the fellowship, through the Conference Report, of the standing motion in TWGSS directing areas/regions to hold an annual fundraiser for WSC. She also indicated that this issue needs to be discussed during the 1992 WSC. A suggestion was made to poll conference participants to determine their thoughts on this issue. Bob McD. indicated his perception that this issue will not be resolved during this meeting so discussion needs to continue at another time. Consensus was developed that to begin a "fund-raising" drive at this time would be a hasty move. Rather, a decision was made to postpone action until after further study and discussion.

C.A.R.E.N.A. was the next item brought up on the agenda. A signed letter from members in Pennsylvania was passed around, which advises members of the fellowship where they can purchase copies of copyrighted material which are not being printed by WSO. This issue will also be discussed further during the remainder of the BOD meeting.

Next on the agenda was the **Literature Trust Document**. Stu T. indicated the trust document was almost complete. It was originally developed by a small working group, with input being sought from past world service members through two conference calls in an effort to prevent any controversy concerning the document. The small working group feels the document is basically ready for fellowship review. The supporting documentation is available, but the actual "trust document" will need distribution within the fellowship prior to approval at the 1992 WSC. It is now ready for both Boards to review and provide input.

On inquiry from Barbara, Stu explained that the conference calls were held in an attempt to forestall any problems, such as "who owns this document, whether or not to sue any members of the fellowship prior to discussing issues with them first, and to put it in language a layman can understand." He then indicated that the document does provide the option of legal action for copyright infringements.

The concept of trustor, trustee and beneficiary were then explained by Tim B. as they relate to the trust document. In the document which has been developed by the working group, the trustor is an identified legal group called the WSC, the trustee is an identifiable legal group called the WSO, Inc. and the beneficiary is the fellowship of Narcotics Anonymous. In the concept proposed during the conference call by the other members, the trustor is the fellowship of Narcotics Anonymous (an unidentified, unrecognized group by law). The trustee would be the WSO, but only acting as an agent for the WSC, regional service committees and area service committees, being directly responsible to them through the groups of Narcotics Anonymous. The proposed beneficiary would be anyone reading the trust property. So, in theory, the fellowship of Narcotics

Anonymous would be the trustor, the trustee and the beneficiary. He indicated that such a document would not stand a legal test in any court as a valid trust document. Rather, the trust document that has been developed by the working group will stand up to legal scrutiny as they have identified and identifiable legal entities.

Bob McD. then advised the members of steps being taken to **register the N.A. Service Symbol**, as this has not been previously done. The Chicago Service Office is going to be asked to assign ownership over to WSO. Also, the fact was raised that the "Uniball" pen has the same trademark logo.

Bob McD. distributed the newly developed medallions with a diamond box standing on end in the middle as compared to the old medallions with a circle in the center. This new design will cost half as much as the previous design. Anthony mentioned that we are going to copyright the medallion front and back.

There was then a Birthday Celebration for Jack Bernstein!!! Nineteen Years!!!!

The question was raised by one of the trustees as to whether there was a resolution in regards to **internal communications** and how we can get together on these decisions. Also raised was the question of what this combined group (BOT/BOD) should focus on, but there was no decision made on either of these questions.

A short discussion followed about the **fellowship services evaluation team, and whether it should continue to function**. There was agreement for this group to continue to meet for six more months, with both boards being involved in any decision to discontinue this team. The Trustee Chairperson indicated the BOT would re-evaluate this committee/team at their next meeting, and make any recommendations at that time.

A member of the Board of Directors mentioned the **development of a separate paper regarding the relationship between the Board of Directors and the Board of Trustees**, but there was not any decision made on this topic.

Discussion then occurred of the fact that no **decisions/resolutions** were actually made during this meeting in regards to the agenda.

Anthony then advised the group that he was asked to make a **statement during this meeting by the attorneys who prepared the material on the literature trust document (both Theresa and Don Corliss) to please not distribute or reproduce the material that was distributed**.

The meeting was then adjourned at 5:00 P.M.