

Minutes of the LifeRing Board of Directors Meeting held on February 13, 2022

Call to Order / Introduction of Members of the Public:

It was determined that a quorum of board members were present and the meeting was called to order by Sue Betts, Board Chair at 9:01 am PDT. Board members present were: Steve Gonzales, Treasurer, Lorraine Hull, Secretary, Mary Beth O'Connor, Chris Smith, Paula Gillen and Lisa Swing-Corney.

Non-board members in attendance included: Robert Stump, Executive Director and Brett B., LifeRing Member for one and one-half years. Penny P., LifeRing Convenor and Committee Member joined later in the meeting.

Minutes and P&L Reports:

Sue made a motion to approve the January board meeting minutes. Mary Beth seconded the motion, all approved. Sue made a motion to approve the P&L and Lorraine seconded the motion, approval by all.

Old Business:

Authorized Signer for Checking Account / Credit Card

This has not been updated yet but Steve said it will be.

Budget Review For 2022

Steve started doing finances at the end of last year and is still looking at 2021 vs. 2022. He will share more on the 2022 budget next month. Robert pointed out that the Budget Request Form discussed last month has now had new expense types added to it.

Postcards

Lorraine shared that this direct mail piece was mailed out to the mailing list of individuals named as key leadership members at treatment centers on February 4, 2022. Minuteman Press notified the Service Center that they received the postcard they sent as a test to themselves on Tuesday, February 8. Penny and Brook are prepared to respond to any direct inquiries that come in through a new email address. A special landing page was created for professionals and it was cited for board members who were encouraged to take a look at it.

Finances Overview in BOD Public Segment

Mary Beth talked with Cooley about whether to continue discussing these finances during the regular board meeting. There is no reason not to as a general matter, we want to be transparent, and there is no specific rule not to either. It could be a closed session – on record – but noted as such vs. full detail provided. Or if it is delivered in executive session, no details are included on the record. Lisa asked about the option of an overview. Steve proposed (after ensuring that the board understood there is a lag of a month or two in the meeting), that review could be totally open and simple with 4-5 lines showing net income, and indicating whether LifeRing is spending out of reserves or adding to reserves. Then there could be a closed session where the board digs into the details. Steve could prepare specific answers for the board meetings. There would be minimal off the record items. Steve will write up how this would work and an example of this format will occur in the meeting in March.

LifeRing Trademark Costs and Usage Rights – Canada

This topic was deferred as George was not able to attend this meeting.

New Business:

Strategic Planning 2020 - Workgroup

Lisa and Lorraine screen shared the SWOT (Strengths, Weaknesses, Opportunities, Threats) analysis from March of 2020 which has been updated to the present time. Next LifeRing needs to create a one year, three year and five year action plan. The SWOT will be sent out for everyone to review and bring their ideas to next month's meeting. Then a separate Special Session will be set up to discuss and solidify these plans. The goal is to finish the strategic plan and present it at the Annual Conference. Additional members of the SWOT team were requested.

Annual Written Report 10.4.6 - Workgroup

Sue reminded the board of this Bylaws requirement as discussed last month. There is no workgroup yet, so seeking members to prepare this document for the annual meeting. Chris and Sue are getting this started. Please consider joining this group. Mary Beth asked about the dates for the Annual Meeting. Sue announced that it will be May 5-6, 2022.

Annual Meeting Planning Workgroup

A planning workgroup for the next conference is also needed. Please consider joining this group.

Outreach Committee – Standalone

Lorraine shared the language from the Bylaws about Committees. Currently, Outreach is a workgroup of the Fundraising, Marketing and Communications Committee. Since the time that Michele started Outreach as a workgroup it has grown enough to be its own formal committee. Lorraine proposed making it a standalone committee now. Sue made a motion for this, Chris seconded the motion and all agreed.

Website Committee – Standalone

Again, referring to the Bylaws just shared with the prior topic, Steve made a motion to make the Website Committee a standalone committee. Paula seconded it, everyone agreed.

Executive Director Compensation Bylaw Review

Mary Beth said it's broader than just the stated topic. Any revisions to the Bylaws suggested by the board have to be brought up on the ballot in June. Does anyone have any other changes to suggest than these four bulleted items that were brought up throughout the year?

- Amend the Bylaws: Board can do it, rather than the members. Allows the board to amend the Bylaws with or without the membership voting on each item. Steve brought this up previously. Mary Beth does not support it because it would create a lack of transparency and she doesn't think the members would go for it. Political mistake in that it sends a negative message and changes the philosophy of the board being open.

Steve views LifeRing's structure as unusual in that it hampers us to operate. The board is elected by members but forced to only make changes on a calendar or annual basis. It is based on time not on events that occur. This would make it more in line with how most nonprofits are run.

Sue thanked Steve and Mary Beth for their observations. Do we want to sacrifice dexterity and quick responses to honor transparency, or be more responsive to make decisions based on our elected positions?

Chris said as a wholly democratic organization with relatively few broad binding principles, things like Bylaw amendment processes that seem cumbersome likely contribute to the organization being stable. If the board could make changes too quickly it could go off track. Having good guardrails prevents the organization from going haywire or off course. Example cited.

Steve said it's not binary, you can require a supermajority for certain things and carve certain things out. We should honor and keep our mission in a separate category. Right now we have to operate on a nine month calendar administratively and there were times we couldn't change anything that would have had zero impact on the mission of the organization.

Mary Beth stated she does not remember ever not being able to do what needed to be done.

Robert advised that previously the Service Center was removed from the Bylaws, so administrative items don't have to be approved by the membership anymore.

The board should vote on proposed changes to the Bylaws to determine whether or not to put it up as an amendment on the ballot. Mary Beth is attempting to put a filter on what does the board as a whole want to pursue to determine what gets proposed for the ballot. Any member may propose an amendment per the normal process.

Steve asked if we would start making a proposal to put on the ballot this June for changes. May not know now what the change proposals are.

Lisa reminded the board that there are certain items in the Bylaws that can never be changed by anybody, particularly if it is language written in the Articles of Incorporation of the State of California.

6.13 The Congress shall have no power to amend the Articles of Incorporation of LifeRing, Inc. or any statement in these Bylaws that appears in the Articles of Incorporation.

Robert said the California Articles of Incorporation require following the 3-S's.

Chris asked when someone proposes a Bylaw and it goes to the election committee, do we want to do this particular item separately or should it go through the normal process.

Mary Beth said anybody can follow the normal process to suggest a change to the Bylaws. Steve will look into moving this forward. It would be a significant change, so he would want input from other board members.

These are very important discussions.

- Decision making by the majority vote of Board: Stated specifically Cooley said don't need to but could. Don't have to say by majority vote.

- A tie vote means the motion fails: Stated specifically Cooley said don't need to but could. In the case of a tie, the law says it fails anyway.
- Executive Director Compensation: This one we talked about having the ED be able to get paid. Mary Beth will draft that up for Cooley to review.

Article of Incorporation FIVE says no officer or organizational director may benefit by funds. Officers, the Executive Director, the Treasurer and the Secretary may not be paid.

Sue asked if we wanted to pay, where would the money come from? Mary Beth said they may be paid for other activities. She will double check this.

Chris pointed out that the charter says, "to the benefit of" and asked, does that include payment?

CCAR/Multiple Pathways of Recovery Conference in Colorado

Sue contacted CCAR about the cost of their upcoming in-person Colorado Springs conference. Lorraine and Kathleen G., Colorado Regional Representative, discussed possible presenting options. Then Lorraine completed the Request For Proposal and it was approved. The conference fees of \$475 are waived for presenters. The conference occurs May 11-13, 2022. They also asked if a LifeRing meeting could be held one evening so attendees could get a real feel for what LifeRing is all about.

Speakers Bureau

This topic was raised as a possibility last month. Mary Beth drafted the attached document. She hopes she'll be the one to lead it because it requires training. Sue raised a concern stating it would be prudent for someone not invested in that area to respond to the requests and then hand them out to Speakers Bureau members. This would be for the vetting process only. Mary Beth said she doesn't want to do the majority of work but not the vetting. Most of the requests are local. Yet the National needs remain. It was decided to assign this concept to the Outreach Committee to make a decision to avoid potential conflicts of interest and bottleneaking. Lisa asked for clarification of what is meant by vetting. The answer is, often it is hard to tell what the date of the event is, what the person or party is actually requesting, understanding the scope and who would be the right person, etc. Once that is done, then a determination is made as to who will do it. Finally, there should be a training video created to guide and let new presenters practice and then receive suggestions for improvement.

Monitoring Social Media, ex: LifeRing Facebook Page

Mary Beth stated she was surprised that the public were being allowed to make public comments on Facebook. Examples were comments that LifeRing was not supportive of families, and a post about toxic positivity. In this particular case, those were hidden. Brook also stops some of them.

Steve reminded the board of how social media is messed up. Lots of time to get the wild west contained. Even after so much time spent, legal counsel declined to assist. Those statements that were cited got deleted soon after. Withholding comments is ill advised. LifeRing needs to take control of our pages and groups. However, Facebook locked us out.

The appropriate venue is a private group. Currently in that private group, there are only four members. The main page has 4,000 followers. Complaints on posts can be messaged to us vs. posting something. Brook checks in with Sue sometimes whenever a questionable post comes up. The key is monitoring the email groups and the website. Brook has been monitoring throughout every day.

Steve stated we've now shut off a main source of discussion on Facebook. Typically there are 10 posts to every 1 query. The question is should Public Comments be locked down. Sue made a motion to continue to shut down public comments on the main Facebook page. Mary Beth seconded and was in favor. Chris was also in favor. No one else was. Lisa abstained from this vote as she felt there was not enough information to vote. Paula and Steve objected.

Steve made a point of order to rephrase the motion. Sue remade the motion to keep prohibiting public comments on posts on LifeRing's primary Facebook page. Mary Beth and Chris voted in favor, Steve, Paula, Lorraine and Sue opposed, Lisa abstained, so the motion did not pass. Comments will be allowed on Facebook.

25th Anniversary Budget Request

Lorraine requested \$2000 for the anniversary celebration. Broken down the request is \$1500 for printed materials, \$500 for digital advertising, and \$500 promotional items.

\$500 for Promotional Merchandise

\$1000 for a new 25th Anniversary specific pamphlet

\$500 for Digital Ads

Lisa asked for future reference, Can the board vote in between board meetings? The answer is yes. An email vote request would need to state specifically what is being requested.

Lorraine made a motion to approve the \$2000 request, Steve seconded the motion. Most all approved, Mary Beth opposed as she sees this as an oversight issue, not a matter of trust. The motion passed.

Committees – Detailed in the Quarterly Status Report

All reports were updated.

Public Forum

Steve screen shared a short financial review which included: LifeRing had a successful year due to increased committee fundraising and a grant from the feds. Most money goes into reserves. The finances of the organization are in very good shape.

Adjournment of Board Meeting

With no further business topics requiring discussion, Sue made a motion to adjourn and Lorraine seconded the motion. All were in favor of adjournment at 10:40 am.

Submitted by Lorraine Hull
LifeRing Board Secretary
March 9, 2022