**Attendance**

* Present (7): Rich K., Earl D., Nancy G., Ashly B., Ned J., P.A. K., Jay G.
* Absent (0): None

**Opening Matters**

* 1. Serenity Prayer
	2. Check-Ins/Sobriety Statements
	3. Readings
	4. Recording Reference #05
1. **Assign Roles**
	1. Facilitator – Chair
	2. Record Keeper – Secretary
	3. Timekeeper – Ned J.
	4. Spiritual Reminder - All
2. **Announcements**
	1. Survey Ended December 31st, 841 Total participants
	2. Bob G. has resigned from the Board of Trustees
3. **Approval of Agenda** (*BOT Agenda 2019 01*)
	1. Change order §8.a.1 to before §6
	2. Listing of Earl D.’s liaison reports agenda item title corrected
	3. Agenda approved as modified per consensus
4. **Approval of Minutes**
	1. Minutes from BOT Regular Meeting (*Draft BOT Minutes 2018 12*)
	2. Motion to approve Minutes as written: Ned J.
	3. Second: Earl D.
	4. 7-0-0
	5. Action: Chair to forward Minutes to be posted on the F.W.S. website

**Business**

* 1. Elevated Priority
		+ - Election of Secretary
				1. Discussion: Other methods of recording or transcription of the Minutes
				2. Earl D. self-nominates for the position of Secretary

Vote: 6-0-0 (Earl D. is off the call during the voting processing)

Secretary: Earl D.

Action: Chair to get set of keys, passcodes/passwords to Secretary

Action: Chair to email meeting recordings to Secretary

1. **Monthly Action Items**
	1. DONE
		1. Secretary to forward the November 2018 minutes to Webmaster
		2. Ned J. to ask the Webmaster for analysis of needs about checkout
		3. Chair to contact Frost Bank to get Treasurer added as a signatory and to get him a Debit Card
		4. Chair to forward to Jay the password information to pull reports for the bookkeeper
		5. BPMC Chair to inform Cory F. of his appointment to the ABM Planning Committee and be added to the Google Group
		6. BCTC Chair to inform Sam E. of appointment to the BCTC and be added to the Google Group and Dropbox
		7. BCTC Chair to inform the Executive Director to reach out to new San Antonio copyright attorney to find out what we need to do
		8. Chair to inform the Executive Director, Webmaster, and Newsletter Editor regarding the literature price increase
	2. PENDING
		1. None
2. **Routine Reports**
	1. Report on Suggestions to the Board
		* + Discussion: None
	2. Executive Director’s Report
		* + Discussion: Literature sales down overall when viewed as a trend greater than a year.
	3. Board Committee Chair Reports
		1. BCTC: Copyright Translation – Earl D./Rich K.
			* Discussion: Missing November 2018 minutes (October minutes posted twice with the wrong filename).
			* Action: Earl D. to correct and repost
		2. BDC: Development – Earl D.
			* Discussion: Exhausted backlog of candidate list and actively seeking BOT candidates and non-BOT committee members.
			* Discussion: BDC should consider the long-term issue, even informally, discussion of roles of Trustees when they are in their final year; sporadic attendance to Conference committees; performance of duties suffered; idea to move into mentorship/counselor/pre-BAT role when the term ends.
			* Discussion: No approved minutes from prior BDC meetings since the last regular BOT meeting.
			* Discussion: Does the BDC still require three BOT members required in staggered terms for ABC/M election processes? Election subcommittee at the ABC/M will handle the requirements for elections.
		3. BFC: Finance – Jay G.
			* Discussion: Does the BOT or Office already have Contractor, Purchasing & Travel Reimbursement Policies? There are two different policies for Travel and Purchasing & Contracting. Rich K. will return policy language for travel clarification to the BFC. Jay G. is drafting language for an aspirational purchasing and contracting policy.
			* Discussion: BFC November Minutes have July 2018 and should be July 2019 (Section 6.b.).
			* Discussion: Signature of IRS Form 990. The President is to sign the form.
			* Discussion: Status of large-donor contributions and anonymity to inform BFSC. December 2018 financials are in front of the BFC with donor contributions. Total contributions are up compared to FY2017.
		4. BHRPC: HR/Personnel – Nancy G.
			* Discussion: What is the role or duties of an Archivist? Can this be supported by use of software tool(s)? This is a new role and discussion starting on this topic.
			* Discussion: Year-end holiday bonuses or gifts to office staff and contractors? No bonuses are given. Year-end holiday gifts are given.
			* Discussion: Time-off by office staff.
		5. BOC: Outreach – Earl D.
			* Discussion: The BOC is under time pressure and resource constraints to complete the literature review.
		6. BPMC: Programs and Memberships – Ashly B.
			* Discussion: Affirmed application process and change in RFI.
			* Discussion: ABM Subcommittee questions:
				1. What was meant: "The Committee went over the timeline/deadlines for notifying members of the 2019 ABM?" Clarification: Fellowship notification via posting to the F.W.S. website and subsequent emails.
				2. Why would the BPMC submit an "IFD/Motion submission form to the website so that members can submit literature throughout the year?" IFD/Motion could support having literature submissions at any time in the conference year to support Fellowship review.
			* Discussion: Per prior BOT statement, draft literature should not be posted on any public website. The BPMC only lists where the draft literature is found the attachment.
			* Discussion: More time for draft literature has been requested. A separate but related issue concerns the ARS submission process.
			* Discussion: Missing October 2018 Minutes and will be posted accordingly in Dropbox.
		7. BFSC: Fellowship Self-Supporting – Ned J.
			* Discussion: Commendation to look outside S.L.A.A. to other Twelve Step organizations. S.A.A. funding and their organizational structure are being keenly reviewed. What constitutes donor fatigue and do not suffer from this fellowship symptom?
			* Discussion: Where is the At Cash Register funding request on the Agenda? Awaiting contract service answers to the BFSC questions. When these questions are answered, a BOT email vote is possible.
			* Discussion: Support for moving from CDs to digital media. We need to address this with new copyrights probably. The technology exists to auto-metatag and filters the digital content. Some CDs are great content but poor audio quality.
			* Discussion: Designated Giving Program policy is nearing completion for BOT review.
	4. Board Liaison Reports
		1. Rich K. – CCC, Chairs, CSMRWG
			* Discussion: Editing of conference approved literature. The ARS Chair (not the CLC) is responsible for sending the clean-copy of approved literature to the Office, and then to the BOC to start its review process.
		2. Earl D. – CHRC, CPIC, CSTCC
			* None
		3. Nancy G. – CSC, CIC, CSpC
			* Discussion: What is the status of the CICC forum? The CICC is diligent with the safety and redirection statements; cost impact; and pilot project rollout.
		4. Ashly B. – CMRC
			* Discussion: Valuable information should be gleaned from the recently completed Membership Survey.
		5. Ned J. – CDC, CJC
			* Discussion: Since we are a spiritual program, how do agnosticism and atheism fit into S.L.A.A.? A.A. has set the standard (precedent).
			* Discussion: The F.W.S. needs solid software and hardware technology framework for apps, digital content, etc.
			* Discussion: Do we need release forms and copyrights for the audio journals (eJournals)? This topic should be an agenda item for the BCTC.
			* Discussion: What is https://subscription4me.com/public? Is it SLAA sanctioned? To be researched by the CJC.
			* Discussion: *the Journal* Editor job description is to be posted along with the person filling that role.
			* Discussion: CDC diversity training proposal is being developed along with an updated diversity statement. Would the CDC consider training beyond the BOT to include the Fellowship as a whole? The CDC has considered that.
		6. P.A. K. – CAC, CLC
			* Discussion: The BOC offers to inform the CAC (any committee that writes documents for Conference approval) of its basic requirements for literature quality and metrics.
			* Discussion: The overall process of the literature review is a positive discussion to have with any committee or group that writes a document to be considered
			* CLC Announcement: Lee W. is Vice Chair; Dave G. is Chair.
		7. Jay G. – CBC, CTIOC, CFC
			* Discussion: The pamphlet about “Money and Spirituality” activities is well received.
			* Discussion: BDC has an updated draft ready for BDC review on Trustee Terms (may consider the June 10, 1996 motion about when the trustee ends, into account).
			* Discussion: Coordination of BFSC and CFC appreciated, and future work together anticipated.
3. **Business**
	1. Elevated Priority
		1. Committee Assignments
			* BCTC
				1. Discussion: Elect Rich K. as the Chair of the BCTC.

Motion: Ashly B.

Second: Earl D.

Vote: 7-0-0

Action: The Chair to inform the Executive Director.

* + - * BDC
				1. Discussion: Elect P.A. K. as the Chair of the BDC.

Motion: Nancy G.

Second: Ashly B.

Vote: 7-0-0

Action: Chair to inform the Executive Director for set up to the Google Group and Dropbox for P.A. K.

Action: P.A. K. to step down from the BFC

* + 1. Financial Statements and Tax Return Approval
			- Discussion: Reporting of year-end consolidated statements and posting of adjusting journal entries. Independent accountant’s review report and sign-off show no material discrepancies, issues, or modifications.
			- Discussion: Modified cash basis and its use by F.W.S. with the tax return matches the financial statements prepared.
			- Discussion: Monthly depreciation journal entries on a go-forward basis instead of waiting to the end of the fiscal year for posting.
			- Discussion: Periodic sweep of interest earned from the Prudent Reserve into the General Fund. The need to build up the Prudent Reserve fund is desired.
			- Discussion: Audit vs. Review by an independent accounting firm will be an agenda item for BFC. A Compilation is not appropriate for the firm.
			- Discussion: Approve the financial statements and authorize the President to sign Management Representation Letter.
				1. Motion: Earl D.
				2. Second: P.A. K.
				3. Vote: 6-1-0
				4. The minority voice heard about item 15.b. of the Management Representation Letter that includes the F.W.S. Office lease, and no donor-restricted funds.
				5. Revote: 7-0-0
				6. Action: President to sign the Management Representation Letter
				7. Action: President to inform the accountants to get the hard copies of the financial statements.
				8. Action: Treasurer to inform the bookkeeper of the adjusting journal entries.
			- Tax Return Discussion
				1. Tabled
		2. Non-BOT Appointments
			- BDC – Cory H.
				1. Discussion: Approve Cory H. as a non-BOT BDC member subject to the 90-day probationary period

Motion: Ned J.

Second: Earl D.

Vote: 7-0-0

Action: Earl D. to inform Cory H. and ask the Executive Director to give BDC access to the Google Group and Dropbox

* + 1. 2019 CSM (*2019 CSM*)
			- Discussion: Change has been made to the CSM, page 43. It is strongly suggested to change on page 44 to strengthen anonymity and integration with the BDC, especially the printing and distribution of completed candidate forms.
			- Action: The Chair to inform the CSM Writing Group the issue on page 44.
	1. Normal Priority
		1. Discussion of whether Webmaster should be exempt from the non-BOT Rotation of Service Policy.
			+ Tabled
		2. Updated ABC/M Host City Application
			+ Tabled
		3. ABM Minutes Review Process Discussion
			+ Discussion: A document was drafted to codify the process of ABM Minutes (does not include the BOT Meeting Minutes at the ABC/M). Possibly add a flowchart to help with readability.
			+ Discussion: Approve the documented process for an ABM
				1. Motion: Jay G.
				2. Second: Ned J.
				3. Vote: 7-0-0
				4. Action: Chair to inform CCC Chair to update the distribution of minutes of the ABM
		4. Thank You Note Policy
			+ Tabled
		5. Review of the process and frequency of the Routine Reports for Regular Meetings.
			+ Tabled
		6. Discussion of H.O.W. Literature
			+ Tabled
1. **Adjournment**

**Closing Matters**

* Check-outs
* Closing Prayer
* Meeting Schedule for Conference Year 2018-2019

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| **8 Sept 18 – Regular** | **13 Oct 18 – Interim** | **10 Nov 18 – Regular** |
| **8 Dec 18 – Interim** | **12 Jan 19 – Regular** | 9 Feb 19 – Interim |
| 9 Mar 19 – Regular | 13 Apr 19 – Interim | 11 May 19 – Regular |
| 8 Jun 19 – Interim | 13 Jul 19 – Regular | July 20 – 22 – F2F |