XI.

TRUSTEES

AGENDA

Conference Committee on Trustees
Sunday, April 18, 2021– 6:30 p.m. – 8 p.m.
Monday, April 19, 2021 – Noon – 3:15 p.m.
Via videoconference
Chairperson: Sandi W.
Secretary: Diana L.

Conference Committee Members

Panel 70	Panel 71
Nancy F.	Jennifer B.
Carlos L.	Todd D.
Cynthia T.	Mary Ann G.
Sandi W.	Wayne H.
	Rainer L.

+Agenda item forwarded from 70th G.S.C.

♦ Discussion and acceptance of trustees' Committee report.

A. **+**Consider the revised "Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards"

- Review memo response regarding the consideration of alternate trustees.

B. Review resumes of candidates for:

1. East Central Regional Trustee
2. Southeast Regional Trustee
3. Trustee-at-Large/U.S.

NOTE: 1989 Conference Advisory Action

Each Conference Committee carefully consider their agenda items and strive to make their recommendations for Advisory Actions to the Conference at the policy level. To be more financially responsible, when a Conference Committee recommendation involves a substantial expenditure of money, an estimate of cost and its impact on the budget be part of that recommendation.

C. Review slates of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.

D. Review slate of directors of A.A. World Services, Inc

E. Review slate of directors of AA Grapevine, Inc.

F. Review the Statement of Concern and motion to censure the General Service Board

G. Review report on amending the A.A. World Services, Inc. Bylaws

2021 Conference Committee on Trustees

ITEM A: **+**Consider the revised "Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards."

Background notes: +Agenda item forwarded from the 70th G.S.C.

The 2018 Conference Committee on Trustees reviewed a proposal to reorganize the A.A.W.S. and General Service Boards and took no action. The committee noted that although a reorganization was not considered necessary at this time, the committee requested that the trustees' Nominating Committee develop procedures for a partial or complete reorganization of the General Service Board, the A.A.W.S. Board or AA Grapevine Board and that a report be brought back to the 2019 Conference Committee on Trustees, including all possible options.

At their August 2018 meeting, trustees' Nominating Committee formed a subcommittee to draft procedures for a partial or complete reorganization of the General Service Board, A.A.W.S. Board and AA Grapevine Board. At their February 2019 meeting, the trustees' committee agreed to forward the draft procedures to the 2019 Conference Committee on Trustees. Additionally, the committee requested that the General Manager prepare a memorandum summarizing pertinent information forwarded by legal counsel to accompany the draft procedures.

At the 2019 General Service Conference, the Conference Committee on Trustees reviewed the draft procedures for a partial or complete reorganization of the General Service Board, the A.A. World Services Board and AA Grapevine Board. The committee agreed that the procedure needed additional specificity, offered suggestions, and requested that the trustees' Nominating Committee bring back a revised plan to the 2020 Conference Committee on Trustees.

At their August 2019 meeting the trustees' Nominating Committee appointed a subcommittee to address the suggested revisions and concerns from the 2019 Conference Committee on Trustees and to bring back a revised draft.

At their February 2020 meeting, the trustees' Nominating Committee reviewed the report from the subcommittee and took several actions.

- The trustees' committee recommended to the General Service Board that the following text "Until the election, the trustees would still be bound by their Code of Conduct and required to fulfill their fiduciary duties to Alcoholics Anonymous." be added to End Note 2 of the "Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards."

- The trustees' committee **agreed to forward** an agenda item to the Conference Report and Charter Committee to amend the sentence in Article 4 of the Current Conference Charter which currently reads:

  It will be further understood, regardless of the legal prerogatives of the General Service Board, as a matter of tradition, that a three-quarters vote of all Conference members may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential.

  Be amended to read:

  It will be further understood, regardless of the legal prerogatives of the General Service Board, as a matter of tradition, that a three-quarters vote of all Conference members **participating in the vote** may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential.

- The trustees' committee **agreed to forward** to the Conference Committee on Trustees an agenda item to consider the revised "Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards."

At their October 2020 meeting, the trustees' committee considered a memo from the Conference Committee on Trustees regarding the Subcommittee on Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards, requesting that the trustees' Nominating Committee:

1) Consider the election of Alternate Trustees for elected trustees; and 2) Consider whether Alternate Trustees could fill vacancies under Trustee Vacancy in the Bylaws of the General Service Board. After a wide-ranging discussion, the committee agreed that a viable solution is already offered in the draft plan and that current practice and procedures would not allow for the creation of an Alternate Trustee and/or change to the GSB By-laws.

The chair will work with the staff secretary to develop an appropriate response to the Conference Committee on Trustees and forward it to the committee for review.

Background:

1. Revised "Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards."

2. Report from trustees' Nominating subcommittee to address the suggested revisions and concerns from the 2019 Conference Committee on Trustees
3. 2019-05-21 Memo from Conference Committee on Trustees regarding reorganization procedures
4. 2019 Cover memorandum from G.S.O. General Manager
5. G.S.B. Conflict of Interest Policy & Disclosure Form
6. Excerpts from "Right from The Start: Responsibilities of Directors of Not-For-Profit Corporations"
   (Complete document from the New York State Attorney General, available in English online at https://www.charitiesnys.com/pdfs/Right-From-the-Start.pdf)
7. Memo from 2020 CCT Memo to TNC - Alternate Trustees
8. Memo response from TNC on Alt trustees

REVISED SUGGESTED PROCEDURE TO REORGANIZE THE GENERAL SERVICE BOARD AND THE BOARDS OF A.A.W.S., INC. AND AA GRAPEVINE, INC.*

Whereas:

A. Article 4 of the Conference Charter provides, in part:

"It will be further understood, regardless of the legal prerogatives of the General Service Board, as a matter of tradition, that a three-quarters vote of all Conference members may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential.

"Under such a proceeding, the Conference may request resignations, may nominate new trustees, and may make all other necessary arrangements regardless of the legal prerogatives of the General Service Board. The Conference recognizes the principles contained within the Twelve Concepts, particularly the Right of Participation, and the Rights of Petition and Appeal reflected in Concepts IV and V. In keeping with these principles, the Conference may agree to hear Concept V Appeals brought by members of the Conference structure below the Conference level on the inverted triangle."

B. The essay in Concept III provides, in part:

"There will always be plenty of ultimate authority to correct inefficiency, ineffectiveness, or abuse. If the Conference does not function well, the groups can send in better Delegates. If the Trustees get badly out of line, the Conference can censure them, or even reorganize them. If the Headquarters' services go sour, the Trustees can elect better directors and hire better help. These remedies are ample and direct. But for so long as our world services function reasonably well – and there should always be charity for occasional mistakes – then 'trust' must be our watchword, otherwise we shall wind up leaderless."

C. The essay in Concept X provides, in part:

"Therefore it becomes clear that ultimate authority is something which cannot be used indiscriminately. Indeed, ultimate authority should practically never be used in full, *except in an emergency*. That *emergency* usually arises when delegated authority has gone wrong, when it must be reorganized because it is ineffective, or because it constantly exceeds its defined scope and purpose. For example, if the groups are dissatisfied with the Conference, they can elect better Delegates or withhold funds. If the Delegates must, they can censure or reorganize the Trustees. The Trustees can do the same with the service corporations. If a corporation does not approve of the operations of its executives or staff, any or all of them can be fired."

*Revised February 2020
Note: Vertical lines in outer margins indicate changes.

And later provides:

"Consider next the position of the Trustees. In previous articles we have made it clear that although the Conference has the ultimate authority, the Trustees at most times must insist on their legal right to actively administer our service affairs. Their legal right has been further strengthened and its use encouraged by the traditional 'Right of Decision.' In these articles we also recognize that the Trustees have a legal right of 'veto' over the Conference when, in rare cases, they feel this should be used. By these means we have guaranteed the Trustees an administrative authority equal to their actual responsibility. This has of course been done without denying in any way the ultimate authority of the Conference, or of the Delegates, should it be really necessary to give the Trustees directives or censures, or to reorganize the Board. It should also be noticed that the position of the Trustees is still further strengthened by their 'voting participation' in the Conference and by the recognition that they are A.A.'s primary world service administrators."

And later further provides:

"To sum up: Let us always be sure that there is an abundance of final or ultimate authority to correct or to reorganize; but let us be equally sure that all of our trusted servants have a clearly defined and adequate authority to do their daily work and to discharge their clear responsibilities."

D. The essay in Concept IV provides, in part:

"Hence we ought to be wary of any future tendency to deny either our Trustees or our service people their Conference votes, except in special situations that involve past performances, job qualifications or money compensation, or in case of a sweeping reorganization of the General Service Board itself, occasioned by misfunction of the Board. However, this should never be construed as a bar to Trustee vote on structural changes."

While determining the qualification for voting on a motion regarding reorganization would always be a matter for the Conference body, all Conference members would be voting members in any election of new trustees and directors. (See End Note 1)

E. The law of the State of New York has no definition of the term "restructuring" in relation to a board and outlines no process for how to undertake a reorganization.

F. Beyond the above statement in Article 4 of the Conference Charter, A.A. literature does not describe or provide a process for the reorganization of the boards.

G. There are no defined steps or historical precedent in A.A. to guide any actions after asking for resignations.

H. New York State law requires in all instances that an incorporated not-for-profit organization have a board of directors in place.

I. While there are myriad approaches to electing a replacement board, assuming it would be in the best interests of A.A. to have a board consisting of at least some individuals with a full understanding of A.A. principles, the following process may be the most effective to elect an interim board (the "Interim Board"):

1. Preliminary Matters

(a) If a three-quarter vote of all of the Conference members is passed, to bring about the reorganization of the General Service Board, the A.A.W.S., Inc. Board and The AA Grapevine, Inc. Board, the current Trustees (the "Existing Trustees") of The General Service Board of Alcoholics Anonymous, Inc. (the "General Service Board") will remain as Trustees and members of the General Service Board until the Interim Board is elected at the Annual General Meeting of the General Service Board immediately following the Conference. The current directors of the A.A.W.S., Inc. Board and the AA Grapevine, Inc. Board shall remain as directors until the Annual General Meetings of the members of A.A.W.S., Inc. and AA Grapevine, Inc., respectively, when the interim board of each corporation is elected. The Interim Board and the interim boards of A.A.W.S., Inc. and AA Grapevine, Inc. will be constituted by the process outlined as follows.

(b) Upon the passing of the vote of Conference members referred to in sub-paragraph (a) above, the staff member on the Nomination assignment will contact all potential Class A trustee candidates whose resumes are on file with the General Service Board in the file known as "Prospective Class A trustees" to determine if such potential candidates are willing to stand for selection as Class A trustees. Those potential candidates who are willing to stand for selection shall be placed on a list to be considered for election at the Annual General Meeting of the General Service Board immediately following the Conference.

(c) If no potential Class A candidates are prepared to stand for election as Class A trustees, or the number of potential Class A candidates is less than seven, each Region shall caucus to select two Class A trustee nominees, whose resumes shall be forwarded to the Existing Trustees prior to the end of the Conference. Such resumes shall be presented to the New Class B Trustees (as hereinafter defined) at the Annual General Meeting of the General Service Board immediately following the Conference.

2. Selection of Class B Trustees

(a) The Conference shall hold elections for eight regional trustees in the following order:

(a) Eastern Canada Region;
(b) East Central Region;
(c) North East Region;
(d) Pacific Region;
(e) Western Canada Region;
(f) West Central Region;
(g) South East Region;
(h) South West Region.

(b) The delegate of each Area in each Region shall provide the Chair with the name and resume of its nominee for Regional Trustee in writing. Elections shall be conducted by the Chair following a Third Legacy Election Procedure in accordance with the established voting procedures for the election of Regional trustees.

(c) Prior to the election of each Class B trustee, the trustees' Nominating Committee shall caucus with the Conference Committee on Trustees to determine the eligibility of each candidate. (See End Note 8)

(d) Each Region in the U.S. shall caucus to determine a nominee for Trustee-at-Large, U.S. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.

(e) Each Region in Canada shall caucus to determine two Trustee nominee candidates for Trustee-at-Large, Canada. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.

(f) An election shall be held first for Trustee-at-Large, U.S. and then Trustee-at-Large, Canada. Elections shall be conducted by the Chair following a Third Legacy Procedure in accordance with the established voting procedures for the election of Trustee-at-Large, U.S. and Trustee-at-Large, Canada, respectively.

(g) One General Service Trustee to serve on the Alcoholics Anonymous World Services, Inc. ("A.A.W.S., Inc.") Board shall be elected from nominees from Regions in the U.S. One General Service Trustee to serve on the A.A.W.S., Inc. Board shall be elected from nominees from Regions in Canada.

(h) Each Region in the U.S. shall caucus to determine a nominee for General Service Trustee to serve on the A.A.W.S., Inc. Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.

(i) An election shall be held for a General Service Trustee for the A.A.W.S., Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S.

(j) Each Region in Canada shall caucus to determine two nominee candidates for General Service Trustee to serve on the A.A.W.S., Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.

(k) An election shall be held for a General Service Trustee for the A.A.W.S., Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.

(l) One General Service Trustee to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in the U.S. One General Service Trustee to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in Canada.

(m) Each Region in the U.S. shall caucus to determine a nominee for one General Service Trustee to serve on the Alcoholics Anonymous Grapevine, Inc. ("AA Grapevine, Inc.") Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.

(n) An election shall be held for a General Service Trustee for the AA Grapevine, Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S.

(o) Each Region in Canada shall caucus to determine two nominee candidates for one General Service Trustee to serve on the AA Grapevine, Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.

(p) An election shall be held for a General Service Trustee for the AA Grapevine, Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.

(q) Two Nontrustee Directors to serve on the A.A.W.S., Inc. Board shall be elected from nominees from Regions in the U.S. One Nontrustee Director to serve on the A.A.W.S., Inc. Board shall be elected from nominees from Regions in Canada.

(r) Each Region in the U.S. shall caucus to determine a nominee for Nontrustee Director to serve on the A.A.W.S., Inc. Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.

(s) An election shall be held for one Nontrustee Director to serve on the A.A.W.S., Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S. A second election shall be held from the remaining candidates to elect a second Nontrustee Director to serve on the A.A.W.S., Inc. Board.

(t) Each Region in Canada shall caucus to determine two nominee candidates for Nontrustee Director to serve on the A.A.W.S., Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.

(u) An election shall be held for election of a Nontrustee Director for the A.A.W.S., Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.

(v) Two Nontrustee Directors to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in the U.S. One Nontrustee Director to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in Canada.

(w) Each Region in the U.S. shall caucus to determine a nominee for Nontrustee Director to serve on the A. Grapevine, Inc. Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.

(x) An election shall be held for one Nontrustee Director to serve on the AA Grapevine, Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S. A second election shall be held from the remaining candidates to elect a second Nontrustee Director to serve on the AA Grapevine, Inc. Board.

(y) Each Region in Canada shall caucus to determine two nominee candidates for Nontrustee Director to serve on the AA Grapevine, Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.

(z) An election shall be held for election of a Nontrustee Director to serve on the AA Grapevine, Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.

The Trustees elected by the Conference pursuant to the above process are hereinafter called the "New Class B Trustees." (See End Note 2)

3. Election of Members of the Interim General Service Board, A.A.W.S., Inc. Board and A. Grapevine, Inc. Board.

(a) On the morning immediately following the close of the Conference, the Existing Trustees shall convene the Annual General Meeting of the General Service Board. The Existing Trustees will elect the New Class B Trustees as trustees of the General Service Board. The Existing Trustees shall then resign as trustees of the General Service Board, which shall cause the Existing Trustees to cease to be members of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc.

(b) The New Class B Trustees, acting as members of the General Service Board shall elect seven Class A Trustees from the list of potential candidates. The Annual General Meeting of the General Service Board shall be temporarily adjourned. (See End Note 8)

(c) The New Class B Trustees, acting as members of A.A.W.S., Inc., shall convene the Annual General Meeting of the Members of A.A.W.S., Inc. and elect the following persons as directors of A.A.W.S., Inc.:

(i) the General Service Trustees selected by the Conference pursuant to paragraphs I2(i) and I2(k) above;

(ii) the Nontrustee Directors selected by the Conference pursuant to paragraphs I2(s) and I2(u) above;

(iii) two Class B Regional Trustees selected by lot;

(iv) two other persons as determined by the New Class B Trustees. (See End Note 3)

When the balance of the business required to be conducted at the Annual General Meeting is concluded, the Annual General Meeting of the Members of A.A.W.S., Inc. shall be adjourned.

(d) A meeting of the directors of A.A.W.S., Inc. will be convened. The directors of A.A.W.S., Inc. shall elect a Chair, Vice-Chair, President, Vice-President, Secretary, Treasurer and Assistant-Treasurer in accordance with the Bylaws of A.A.W.S., Inc. (See End Note 3)

(e) The New Class B Trustees, acting as members of AA Grapevine, Inc., shall convene the Annual General Meeting of the Members of AA Grapevine, Inc. and elect the following persons as directors of AA Grapevine, Inc.:

(i) the General Service Trustees selected by the Conference pursuant to paragraphs I2(n) and I2(p) above;

(ii) the Nontrustee Directors selected by the Conference pursuant to paragraphs I2(v) and I2(x) above;

(iii) two Class B Regional Trustees selected by lot;

(iv) one Class A Trustee selected by lot;

(v) one other person as determined by the New Class B Trustees. (See End Note 4)

When the balance of the business required to be conducted at the Annual General Meeting is concluded, the Annual General Meeting of the Members of AA Grapevine, Inc. will be adjourned.

(f) A meeting of the directors of AA Grapevine, Inc. shall be convened. The directors of AA Grapevine, Inc. shall elect a Chair, Vice-Chair, President, Vice-President, Treasurer, Assistant-Treasurer, and Secretary in accordance with the Bylaws of AA Grapevine, Inc. (See End Note 4)

(g) The Annual General Meeting of the Members of the General Service Board shall be reconvened and the New Class B Trustees shall elect a Chair, First Vice-Chair, Second Vice-Chair, Secretary and Treasurer in accordance with the Bylaws of the General Service Board.

4. Rotation and Election of Regular Board

(a) The Conference will determine the timing of any subsequent meeting of the delegates to the General Service Conference to elect the trustees of the General Service Board to replace the Interim Board or to confirm the rotation of the trustees of the Interim Board, but the course set out in sub-paragraphs (b) through (f) below is one option for consideration;

(b) At the Conference next following the reorganization of the Board, the Pacific Regional Trustee and Eastern Canada Regional Trustee shall rotate and an election shall be held for Pacific Regional Trustee and Eastern Canada Regional Trustee (the "First Rotating Trustees"). Each of the First Rotating Trustees shall be eligible for election to a full four-year term.

(c) At the second Conference following a reorganization, the following trustees will rotate:

(i) North East Regional Trustee;
(ii) South West Regional Trustee;
(iii) Trustee-at-Large, Canada;
(iv) one A.A.W.S., Inc. General Service Trustee (see End Note 5);
(v) one AA Grapevine, Inc. General Service Trustee (see End Note 5);
(vi) two Class A Trustees (see End Note 5);

In addition:

(vii) two Nontrustee Directors for A.A.W.S. Inc.,
(viii) two Nontrustee Directors for AA Grapevine, Inc.
(collectively referred to as the "Second Rotating Trustees and Directors") and an election shall be held for each of the foregoing positions. Each of the Second Rotating Trustees and Directors shall be eligible for re-election for a full four-year term. (See End Note 6 and End Note 7)

(d) At the third Conference following reorganization of the Board, the Western Canada Regional Trustee and West Central Regional Trustee (the "Third Rotating Trustees") shall rotate and an election shall be held for Western Canada Regional Trustee and West Central Regional Trustee. The Third Rotating Regional Trustees shall not be eligible to stand for re-election for any term.

(e) At the fourth Conference after a reorganization of the Board, the following trustees shall rotate:

(i) South East Regional Trustee;
(ii) East Central Regional Trustee;
(iii) one General Service Trustee on A.A.W.S., Inc.;
(iv) one General Service Trustee on AA Grapevine, Inc;
(v) Trustee-at-Large, U.S.; and
(vi) three Class A Trustees,
(collectively referred to as the "Fourth Rotating Trustees")

In addition:

(vii) one Nontrustee Director from A.A.W.S., Inc. and one Nontrustee Director from AA Grapevine, Inc. (hereinafter referred to as the "Fourth Rotating Directors").

An election shall be held for each of the foregoing positions (see End Note 5). None of the Fourth Rotating Trustees shall be eligible for re-election. The Fourth Rotating Directors shall be eligible for election as General Service Trustees. (See End Note 7)

(f) At the Sixth Conference following a reorganization of the Board, the final two Class A Trustees elected at the Annual General Meeting of the General Service Board immediately following the reorganization will rotate and an election shall be held for two Class A Trustees. (See End Note 7)

END NOTES

1. Note that contrary to the portion of the essay in Concept IV referred to, Article 4 of the current Conference Charter as partly set out in Section A contemplates "that a three-quarters vote of **all** Conference members may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential" (emphasis added).

2. The process outlined in Paragraphs I2 above speaks to election of Trustees and Directors. This is not the actual election. The election of Trustees actually occurs at the Annual General Meetings of each corporation as contemplated in Paragraph I3. Until the election, the trustees would still be bound by their Code of Conduct and required to fulfill their fiduciary duties to Alcoholics Anonymous." be added to End Note 2 of the "Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards.

3. The General Manager of the General Service Office normally serves as a director of A.A.W.S., Inc. and, by custom, as its President. The staff person serving as Staff Coordinator normally serves as a director of A.A.W.S., Inc. and, by custom, as its Secretary. Care should be taken with any employee of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. in changing duties and responsibilities as such changes may have legal and financial consequences. Legal advice should be sought.

4. The Chief Executive of AA Grapevine, Inc. normally serves as a director of AA Grapevine, Inc. and, by custom, as its President. Care should be taken with any employee of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. in changing duties and responsibilities, as such changes may have legal and financial consequences. Legal advice should be sought.

5. It is suggested that at the Annual General Meetings of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. immediately following a reorganization, lots be drawn among Class A Trustees, General Service Trustees and Nontrustee Directors to determine order of rotation.

6. The Trustee Vacancy provisions of the Bylaws of the General Service Board contemplate a Regional Trustee being eligible to serve a full four-year term after serving one or two years in filling a vacancy. They do not speak to a Trustee-at-Large, General Service Trustees or Nontrustee Directors. However, the same spiritual principles apply. The Bylaws of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. may need to be amended to expressly allow this process. Legal advice should be sought.

7. Selection and Election of General Service Trustees, Class A Trustees and Nontrustee Directors should occur following current practices.

   Prior to election as a trustee of the General Service Board, any prospective trustee must execute an appropriate instrument addressed to the General Service Board stating that such person agrees to comply with and be bound by all of the terms and provisions of the Bylaws of the General Service Board.

8. The foregoing procedures are adaptable for a partial reorganization or a reorganization of either or both corporate boards.

TRUSTEES
Item A
Doc. 2

Final Report
Trustees' Nominating Committee
Subcommittee on Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards

Members: Newton P., chair; Christine C., Cate W., and Rick W., secretary.

Scope: To address the suggested revisions and concerns from the 2019 Conference Committee on Trustees regarding the procedures for a partial or complete reorganization of the General Service Board, the A.A.W.S. or AA Grapevine boards and bring back a revised draft to either the November 2019 or January 2020 meeting.

Background: May 2019 Memo from Conference Committee on Trustees
May 2019 Committee Consideration from the Conference Committee on Trustees
Suggested Procedure to Reorganize the General Service Board and the boards of A.A.W.S., Inc. and AA Grapevine, Inc.

At their July 2019 meeting, the Trustees' Conference Committee discussed an additional committee consideration and memorandum from the 2019 Conference Committee on Trustees requesting that the trustees' Nominating Committee revise the procedures for a partial or complete reorganization of the General Service Board, the A.A.W.S. or AA Grapevine boards. The chair appointed a subcommittee comprised of Newton P. (chair), Christine C. and Cate W. to address the suggested revisions and concerns and bring back a revised draft.

The Subcommittee on Procedures for a Partial or Complete Reorganization of the General Service Board, the A.A.W.S. or AA Grapevine Boards met three times. The subcommittee reviewed the four suggestions offered by the 2019 Conference Committee on Trustees that were transmitted to the trustees' Nominating Committee in a memo.

The subcommittee considered each of these suggestions separately, and here are their conclusions and recommendations.

Suggestion 1

The first suggestion was regarding a "pool of regional trustees available to be considered to serve on an interim board." The subcommittee made no recommendations for changes to the proposed procedure and provided to the 2019 Conference Committee on Trustees. The current plan doesn't call for a standing pool of regional trustee candidates.

The suggestion of creating a standing pool is substantially different from the currently proposed process. The requirements for creating a standing pool of willing candidates, and checking with them periodically to see if they continued to be willing to stand, seems impractical. Rather, in the event of a motion to reorganize the boards, each area could opt to choose a regional trustee candidate using a method of their choosing. One method might be to nominate the most recent regional trustee candidate.

Suggestion 2
The second suggestion was regarding a “pool of potential Class A trustees available to be considered to serve on an interim board.” The subcommittee made no recommendations for changes to the proposed procedure.

The current proposed process includes a pool of potential Class A trustees, some of whom would have already been interviewed by the General Service Board.

Suggestion 3
The subcommittee considered the third suggestion to “address concerns regarding the GSB continuing to act until ratification of the interim board wherein appropriate provisions would be set in place to protect the interest of the Fellowship.”

The subcommittee recommended to the trustees’ Nominating Committee that an additional text be added to End Note 2. The sentence would say, “Until the election, the trustees would still be bound by their Code of Conduct and required to fulfill their fiduciary duties to Alcoholics Anonymous, and therefore would be liable if they did anything to harm the fellowship.”

Suggestion 4
The subcommittee considered the fourth suggestion regarding reconciliation of the Conference Charter to Concept Four, wherein Article Four would be revised to read “three-fourths of all Conference members participating in the vote.”

The subcommittee recommended to the trustees’ Nominating Committee that an agenda item be forwarded to the Conference Report and Charter Committee to amend the sentence in Article 4 of the Current Conference Charter which currently reads:

> It will be further understood, regardless of the legal prerogatives of the General Service Board, as a matter of tradition, that a three-quarters vote of all Conference members may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential.
>
> Be amended to read:
>
> It will be further understood, regardless of the legal prerogatives of the General Service Board, as a matter of tradition, that a three-quarters vote of ~~all~~ Conference members **participating in the vote** may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential.

###

TRUSTEES
Item A
Doc. 3

MEMORANDUM

May 21, 2019

TO: Trustees' Nominating Committee

cc: Greg T., General Manager

FROM: 2019 Conference Committee on Trustees

RE: Suggested Procedures for a Partial/Complete Reorganization of the General Service Board

---

The 2019 Conference Committee on Trustees reviewed with appreciation the Suggested Procedures for a Partial/Complete Reorganization of the General Service Board and submit the following suggestions for your consideration:

Subsequent actions (and related legalities) that would be required by the General Service Board, the two corporate boards and/or the Conference, including, but not limited to:

1. Pool of regional trustees available to be considered to serve on an interim board.

2. Pool of potential Class A trustees available to be considered to serve on an interim board.

3. Address concerns regarding the GSB continuing to act until ratification of the interim board wherein appropriate provisions would be set in place to protect the interest of the Fellowship.

4. Reconciliation of the Conference Charter to Concept Four wherein Article Four would be revised to read "three-fourths of all Conference members participating in the vote."

In consideration of the above-noted suggestions, the committee requests that a revised plan be submitted to the 2020 Conference Committee on Trustees for review and discussion.

/sdw

TRUSTEES
Item A
Doc. 4

February 11, 2019

To: 2019 Conference Committee on Trustees

From: Greg T., General Manager

Re: Suggested Procedure to Reorganize the General Service Board and the boards of A.A. World Services, Inc. and AA Grapevine, Inc.

This is not a privileged communication.

Our general counsel reviewed the trustees' suggested procedure to reorganize the General Service Board and the boards of A.A. World Services, Inc. and AA Grapevine, Inc. (Item E 2)

Please note that if there are to be any substantive amendments to the proposed procedure (or even minor tweaks) made when it is accepted by whatever committee or body, it is suggested that it be given a further legal vetting, of course.

Responses to additional specific questions posed to our general counsel in this regard are noted below:

Do we need to have 21 trustees at the close of the AGM after Conference? We ask this mostly in considering the fairness of electing Class A trustees onto this Interim Board?

Response: Do not have to have exactly 21 trustees at close of AGM; there can be fewer – not a specific number. E.g., if there are a few vacancies, 2 or 3, no problem. If it is a case of more vacancies than that, it would need to be examined. On the issue of fourteen (14) "new" Class Bs electing seven (7) "new" Class As, as provided in the proposed procedures document, that is OK. The problem might arise if there are only 3 or 4 Class As elected (for whatever reason) … so the new board must be prepared to move to fill vacancies in either role such as may exist or arise after the AGM.

Would the Bylaws need to be amended to allow other types (other than Regional) to stand for election after their rotation as First Rotating Trustees and Second Rotating Trustees and Directors as contemplated in the procedure (I think this would be an amendment to be addressed in future should the need arise)?

Response: As noted in the parenthetical statement above and Note 6 of the proposed procedure: Any such amendment would need to be handled in the usual manner, probably better to anticipate the need in the near future, amend as necessary. If the proposed procedure is to be adopted, it should be noted that bylaws may need to be amended in this or that way and the board should move to do so (with "A.A. speed").

What is counsel's view of the language in Article 4 of the Charter (considering the essay in Concept IV)?

Response: Counsel did review the current bylaws and Conference Charter and Concept IV essay. The documentation supports the following reading: That, in good faith, it would be proper for the trustees not to participate in the vote to reorganize the board, i.e., to recuse themselves. There still must be a vote of three-fourths of the Conference membership, i.e., three-fourths of all registered Conference members minus the recused members, to reorganize. Once the participating voting members of the Conference have voted by three-fourths to reorganize, then the Conference body as a whole (all members participating) under regular order may nominate new trustees, then the current board officially elects the new Class B trustees as its successor membership, followed by election of Class A trustees, etc., following the further steps as outlined in the proposed procedure.

###

The General Service Board of Alcoholics Anonymous, Inc.
Conflict of Interest Policy

Article I
Purpose

The purpose of the conflict of interest policy is to protect the interests of the General Service Board of Alcoholics Anonymous, Inc. (GSB) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of GSB or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. **Interested Person** — Any trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest** — A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

   a. An ownership or investment interest in any entity with which GSB has a transaction or arrangement;
   b. A compensation arrangement with GSB or with any entity or individual with which GSB has a transaction or arrangement; or
   c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GSB is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Trustees or a committee thereof decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Trustees or committee thereof who will consider the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at a Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
b. The Chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
c. After exercising due diligence, the Board or committee shall determine whether GSB can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in GSB's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the Board of Trustees and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

a. A voting member of the Board of Trustees who receives compensation, directly or indirectly, from GSB for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from GSB for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of the Board of Trustees or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from GSB, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each trustee, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands GSB is charitable and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure GSB operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
b. Whether partnerships, joint ventures, and arrangements with management organizations conform to GSB's written policies, are properly recorded, reflect

reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, GSB may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

(Revised Jan 2019)

General Service Board of Alcoholics Anonymous, Inc.
Annual Conflict of Interest Disclosure Statement
for the Period Ending ______

The Conflict of Interest Policy of the General Service Board of Alcoholics Anonymous, Inc., ("GSB") requires any trustee, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in the Conflict of Interest Policy (an "interested person"), to disclose the existence of the financial interest. This Annual Conflict of Interest Disclosure Statement is designed to help GSB trustees and Officers and members of GSB committees with governing board delegated powers, meet their continuing responsibility to disclose potential conflicts of interest.

Please initial each statement that applies to you:

_____ I have received a copy of the Conflict of Interest Policy.

_____ I have read and understand the Conflict of Interest Policy.

_____ I agree to comply with the Conflict of Interest Policy.

_____ I am not aware of any financial interest that is required to be disclosed under the Conflict of Interest Policy.

_____ I have described in the attached letter every financial interest that is required to be disclosed under the Conflict of Interest Policy. (Please attach a letter providing complete details of any financial interest subject to the Policy.)

_____ I understand that the GSB is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

During the time that I am a General Service Board Trustee or Officer, I agree to report promptly any future situation that might involve or appear to involve me in any potential conflict of interest with the GSB.

I am completing this disclosure statement based on the definitions below that are taken from the Conflict of Interest Policy.

Signature: ____ Date:_________

Please return this disclosure statement to the Chair of the General Service Board no later than _______

Mail: General Service Office
475 Riverside Drive, 11th Floor
New York, NY 10115
Email: staffcoord@aa.org
FAX: (212) 870-3003

(Continued)

For the purposes of this Conflict of Interest Policy:

An "interested person" is: any trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

A person has a "financial interest" if the person has, directly or indirectly, through business, investment or family:

a. An ownership or investment interest in any entity with which GSB has a transaction or arrangement;

b. A compensation arrangement with GSB or with any entity or individual with which GSB has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GSB is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

(Revised Jan 2019)

TRUSTEES
Item A
Doc. 6

Excerpts from

Right from the Start: Responsibilities of Directors of Not-For-Profit Corporations*
(From the office of the New York State Attorney General, pp. 4-6)

● Duty of Care

The duty of care requires a director to be familiar with the organization's finances and activities and to participate regularly in its governance. In carrying out this duty, directors must act in "good faith" using the "degree of diligence, care and skill" which prudent people would use in similar positions and under similar circumstances. In exercising the duty of care, a responsible board of directors should, among other things, do the following:

- √ The directors as a group, and the officers of the corporation, should exercise their responsibility to undertake reasonable efforts to assure that the organization is operating in compliance with the law. For directors, this means assuring that there is an effective compliance program reporting ultimately to the directors, that there is a policy for protection of whistleblowers which has been communicated to employees, that there are effective internal controls, that there is an effective external audit by an independent auditor, and that allegations of violations of law are investigated and addressed. (Although New York law only requires organizations with over 20 employees and over $1 million in revenue to have a whistleblower policy, smaller organizations might find it helpful to adopt such a policy as well.)
- √ Attend board and committee meetings and actively participate in discussions and decision-making, such as setting of policies. Carefully read the material prepared for board and committee meetings prior to the meetings and note any questions they raise. Allow time to meet without senior management present.
- √ Read the minutes of prior meetings and all reports provided, including financial statements and reports by employees. Do not hesitate to suggest corrections, clarification and additions to the minutes or other formal documents.
- √ Make sure to get copies of the minutes of any missed committee or board meeting, read them timely and suggest any changes that may be appropriate.
- √ Make sure there is a clear process for approval of major obligations such as fundraising, professional fees (including auditors), compensation arrangements and construction contracts.
- √ Make sure that board minutes reflect any dissenting votes in action taken by the board or that any dissenting vote is expressed in writing by letter to the board. Such records are necessary in order for a board member to disclaim responsibility for any particular decision. Absent board members must do this promptly in writing.
- √ Read literature produced as part of the organization's programs.

* Full document available in English online at https://www.charitiesnys.com/pdfs/Right-From-the-Start.pdf

- √ Make sure that monthly financial reports prepared for management are available to the board or finance and audit committees, and that they are clear and communicate the information needed for proper stewardship. Make sure there is an ongoing actual to budget comparison with discrepancies explained.
- √ Participate in risk assessment and strategic planning discussions for the future of the organization.
- √ Ensure that the organization has addressed the sufficiency of its written internal financial controls and written policies that safeguard, promote and protect its assets and that they are updated regularly, and has considered an employees', officers' and directors' fidelity bond to protect the organization from embezzlement.
- √ Assure that the organization has a background check policy for prospective employees.
- √ Determine whether or not the organization indemnifies its officers and directors from liability and has directors' and officers' liability insurance. If it does, find out what is covered and what is not. If it does not, find out why.
- √ Encourage diversity among board members. Diversity will help insure a board committed to serve the organization's mission with a range of appropriate skills and interests.
- √ Be involved in the selection and periodic review of the performance of the organization's Chief Executive Officer, Chief Financial Officer and other key employees responsible for the day-to-day activities of the organization. The board is responsible for ascertaining whether these individuals have the appropriate education, skills and experience to assume a key position; communicating duties, expectations and goals; and then evaluating their performance at least annually, first in an executive session and then with the officer directly.

● Duty of Loyalty

Directors are charged with the duty to act in the interest of the corporation. This duty of loyalty requires that any conflict of interest, real or possible, be disclosed in advance of joining a board and when they arise. So that all members are aware of - and avoid - transactions in which the nonprofit's interests are not primary, New York law requires nonprofits to have a written "conflicts of interest" policy. Among the provisions that should be included in such policies are provisions that:

- √ Define the circumstances that constitute a conflict of interest;
- √ Set forth procedures for disclosing a conflict of interest to the audit committee or the board;
- √ Prohibit anyone with a conflict of interest from being present during or participating in the deliberation, voting on the issue that resulted in the conflict, or influencing the deliberation or vote on the issue that resulted in the conflict;

- √ Require the nonprofit to document the existence and resolution of each conflict;
- √ Require directors to sign annually a statement that identifies entities in which they serve as an officer, director, trustee, member, or employee and with which the corporation has a relationship; as well as any transaction of the nonprofit in which the director might have a conflicting interest.

● Duty of Obedience

A board has a duty of obedience to ensure that the organization complies with applicable laws and regulations, its mission and its internal governance documents and policies, including:

- √ Dedicating the organization's resources to its mission.
- √ Ensuring that the organization carries out its purposes and does not engage in unauthorized activities.
- √ Complying with all appropriate laws, including registering and filing annual financial reports with the Attorney General's Charities Bureau in New York State, complying with similar laws in other states in which it conducts activities and\or solicits contributions, filing required financial reports with the State Worker's Compensation Board, the State Department of Taxation and Finance and the Internal Revenue Service; and paying all taxes such as Social Security, income tax withholding (federal, state and local) and any unrelated business income tax. Board members may be personally liable for failing to pay employees' wages and benefits, and for failing to withhold, escrow and pay over to state and federal authorities withholding taxes on employees' wages.
- √ Providing copies of its applications for tax-exempt status (IRS Form 1023), federal reports (IRS forms 990, 990 PF, 990 EZ) and its financial reports filed with the Attorney General's Charities Bureau to members of the public who request them. Many organizations post their annual reports and other information on the Internet.

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TRUSTEES
Item A
Doc. 7

MEMORANDUM

May 15, 2020

TO: Trustees' Nominating Committee

FROM: 2020 Conference Committee on Trustees

RE: Suggested Procedures for a Partial/Complete Reorganization of the General Service Board

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The 2020 Conference Committee on Trustees reviewed with appreciation the Suggested Procedures for a Partial/Complete Reorganization of the General Service Board and submit the following suggestions for your consideration:

As the selection of Trustees elected at the conference pose a problem with the prompt reorganization of the Board:

1. Consider the election of Alternate Trustees for elected trustees (Trustees at Large and Regional Trustees).

2. Consider whether Alternate Trustees could fill vacancies under TRUSTEE VACANCY in the BYLAWS of The General Service Board of Alcoholics Anonymous, Inc.

In consideration of the above-noted suggestions, the committee requests that a revised plan be submitted to the 2021 Conference Committee on Trustees for review and discussion.

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TRUSTEES
Item A
Doc. 8

MEMORANDUM

January 30, 2021

TO: 2021 Conference Committee on Trustees

cc: Greg T., General Manager; Stephanie L., Interim General Manager

FROM: Trustees' Nominating Committee

RE: Consideration to use alternate trustees as part of the procedures for a partial or complete reorganization of corporate boards

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The trustees' Nominating Committee carefully considered the use of alternate trustees as part of the procedures for a partial or complete reorganization of the General Service Board and took no action.

After a wide-ranging discussion, the committee felt that the current practice and procedures would not allow for the creation of an Alternate Trustee because of the consequent responsibilities and related legalities required by the General Service Board and the two corporate boards.

The committee agreed that a viable solution is already offered in the draft plan that is consistent with the GSB By-laws, and affirms the following:

- In the event of a motion to reorganize the boards, each area could opt to choose a regional trustee candidate using a method of their choosing. One method might be to nominate the most recent regional trustee candidate.

- The current draft plan proposes process that includes a pool of potential Class A trustees, some of whom would have already been interviewed by the General Service Board.

- Until the election of a new board, the trustees would still be bound by their Code of Conduct and required to fulfill their fiduciary duties to Alcoholics Anonymous, and therefore would be liable if they did anything to harm the fellowship.

The committee respectfully requests consideration and discussion of the submitted draft revised plan that was forwarded to the Conference Committee on Trustees at the 71st General Service.
/dyl

Back To Agenda

2021 Conference Committee on Trustees

ITEM B: Review resumes of candidates for East Central Regional Trustee, Southeast Regional Trustee, and Trustees-at-Large/US

Background:

1. Review resumes of candidates for East Central Regional Trustee
2. Review resumes of candidates for Southeast Regional Trustee
3. Review resumes of candidates for Trustees-at-Large/US

2021 Conference Committee on Trustees

ITEM B.1: Review resumes of candidates for East Central Regional Trustee

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Background:

1. Voting Sheet – East Central Regional Trustee
2. Voting Members – East Central Regional Trustee
3. Resumes of Candidates – East Central Regional Trustee (mailed to Conference Committee on Trustees members only)

TRUSTEES
Item B.1
Doc. 1

Voting Sheet
EAST CENTRAL REGIONAL TRUSTEE
April 2021

	Votes
Trustees' Nominating Committee	7
Conference Committee on Trustees	7
Delegates from Region	14
TOTAL:	28
2/3 Needed	19
1/3 of Total	9
1/5 of Total	6

Trustee Candidates (Four-Year Term)

Area No.	Area Name	Name of Candidate
20	Illinois (Northern)	Cheryl V.
21	Illinois (Southern)	Paula E.
22	Indiana (Northern)	Leo S.
23	Indiana (Southern)	Cathy C.
32	Michigan (Central)	Bob C.
33	Michigan (Southeast)	Bob C.
34	Michigan (Western)	Bob C.
53	Ohio (Central Southeast)	*[No candidate]*
54	Ohio (Northeast)	*[No candidate]*
55	N.W. Ohio/S.E. Michigan	John C.
56	Ohio (Southwest)	*[No candidate]*
74	No. Wisconsin/Upper Penin.Michigan	*[No candidate]*
75	Wisconsin (Southern)	*[No candidate]*

TRUSTEES
Item B.1
Doc. 2

Voting Members
EAST CENTRAL REGIONAL TRUSTEE
April 2021

Area Delegates (14 votes)

All 14 Delegates from the East Central Region will vote in this election.

Area No.	Area Name	Name of Delegate
19	Illinois (Chicago)	Monica F.
20	Illinois (Northern)	Marilyn F.
21	Illinois (Southern)	Gordon N.
22	Indiana (Northern)	Tim B.
23	Indiana (Southern)	Ron S.
32	Michigan (Central)	Don McL.
33	Michigan (Southeast)	Russ R.
34	Michigan (Western)	Linda B.
53	Ohio (Central Southeast)	Donna K.
54	Ohio (Northeast)	Susan R.
55	N.W. Ohio/S.E. Michigan	Jim S.
56	Ohio (Southwest)	Nancy F.
74	No. Wisconsin/UpperPenin. Michigan	Char V. D.
75	Wisconsin (Southern)	Katherine H.

Trustees' Nominating Committee (7 votes)

Seven members of this committee will be randomly drawn as voters in this election.

Leslie Backus+	Mark E.	Newton P.
Beau B.	Kathi F.	Ginger R. B.
Christine Carpenter+	Jan L.	

+nonalcoholic

Conference Committee on Trustees (7 votes) *

Seven members of this committee will vote in this election.

Jennifer B.	Wayne H.	Mary Ann G.
Todd D.	Rainer L.F.	Cynthia T.
Nancy F.	Carlos L.	Sandi W.

*Committee member, Nancy F., will vote as a delegate from the East Central Region rather than as members of the Conference Committee on Trustees.

2021 Conference Committee on Trustees

ITEM B.2: Review resumes of candidates for Southeast Regional Trustee

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Background:

1. Voting Sheet – Southeast Regional Trustee
2. Voting Members – Southeast Regional Trustee
3. Resumes of Candidates – Southeast Regional Trustee (mailed to Conference Committee on Trustees members only)

TRUSTEES
Item B.2
Doc 1

Voting Sheet
SOUTHEAST REGIONAL TRUSTEE
April 2021

	Votes
Trustees' Nominating Committee	6
Conference Committee on Trustees	7
Delegates from Region	13
TOTAL:	26
2/3 Needed	17
1/3 of Total	9
1/5 of Total	5

Trustees Candidates (Four-Year) Term

Area No.	Area Name	Name of Candidate
1	Alabama/N.W. Florida	Cushing P.
14	Florida (North)	Joyce C.
15	South Florida/Bahamas/V.I./Antigua	*[No candidate]*
16	Georgia	Tom H.
26	Kentucky	Roger W.
27	Louisiana	Irving D.
37	Mississippi	*[No candidate]*
51	North Carolina	Jennifer D.
62	South Carolina	Robert H.
64	Tennessee	Tony S.
71	Virginia	Gail L.
73	West Virginia	*[No candidate]*
77	Puerto Rico	*[No candidate]*

TRUSTEES
Item B.2
Doc. 2

Voting Members
SOUTHEAST REGIONAL TRUSTEE
April 2021

Area Delegates (13 votes)

All 13 delegates from the Southeast Region will vote in this election.

Area No.	Area Name	Name of Delegate
1	Alabama/N.W. Florida	Ruth C.
14	Florida (North)	Ruth R.
15	So. Fla./Bahamas/V.I./Antigua	Thomas W.
16	Georgia	Debi K.
26	Kentucky	Mary F.
27	Louisiana	Nick P.
37	Mississippi	Johnny C.
51	North Carolina	Rainer L.F.
62	South Carolina	Randy S.
64	Tennessee	Shane S.
71	Virginia	Sherry W.
73	West Virginia	Brian T.
77	Puerto Rico	Carlos L.

Trustees' Nominating Committee (6 votes)

Six members of this committee will be randomly drawn as voters in this election.

Leslie Backus+	Mark E.	Newton P.
Beau B.	Kathi F.	Ginger R. B.
Christine Carpenter+	Jan L.	

+ Nonalcoholic

Conference Committee on Trustees (7 votes) *

Seven members of this committee will be randomly drawn as voters in this election.

Jennifer B.	Mary A. G.	Carlos L.
Todd D.	Wayne H.	Cynthia T.
Nancy F.	Rainer L.F.	Sandi W.

Committee member, Rainer L.F. and Carlos L. will vote as delegates from the Southeast Region rather than as members of the Conference Committee on Trustees.

TRUSTEES
Item B.3
Cover Sheet

2021 Conference Committee on Trustees

ITEM B.3: Review resumes of candidates for Trustee-at-large, U.S.

Background:

1. Voting Sheet – Trustee-at-large, U.S.
2. Voting Members – Trustee-at-large, U.S.
3. Resumes of Candidates – Trustee-at-large, U.S. (mailed to Conference Committee on Trustees members only)
4. Voting Sheet - Trustee-at-large, U.S. – Southeast Caucus
5. Voting Sheet - Trustee-at-large, U.S. – Southwest Caucus
6. Voting Sheet - Trustee-at-large, U.S. – East Central Caucus
7. Voting Sheet - Trustee-at-large, U.S. – Pacific Caucus
8. Voting Sheet - Trustee-at-large, U.S. - Northeast Caucus
9. Voting Sheet - Trustee-at-large, U.S. – West Central Caucus

TRUSTEES
Item B.3
Doc. 1

Voting Sheet
TRUSTEE-AT-LARGE/U.S
April 2021

		Votes
Delegates, U.S.		79
Trustees' Committee on Nominating		8
	TOTAL:	87
	2/3 Needed	58
	1/3 of Total	29
	1/5 of Total	17

Delegates/U.S. (79 Votes)

All delegates from the 79 Conference Areas in the U.S. vote in this election.

Trustees' Committee on Nominating (8 Votes)

All members of the trustees' Committee on Nominating vote in at-large trustee elections. The committee currently has eight (8) members.

Trustee-at-Large/U.S. Candidates (4-Year Term)

(Below section to be completed following U.S. regional caucusing sessions to be held during 71st General Service Conference)

Name of Region	Name of Candidate
East Central	______________________________
Northeast	______________________________
Pacific	______________________________
Southeast	______________________________
Southwest	______________________________
West Central	______________________________

TRUSTEES
Item B.3
Doc. 2

Voting Members

TRUSTEE-AT-LARGE/U.S.

April 2021

Delegates in the U.S. (79 votes)

Area No.	Area Name	Name of Delegate
1	Alabama/N.W. Florida	Ruth C.
2	Alaska	Cheri S.
3	Arizona	Kevin F.
4	Arkansas	Mark B.
5	California (Southern)	Lauren A.
6	California (Northern Coastal)	Jennifer B.
7	California (Northern Interior)	Tom A.
8	California (San Diego/Imperial)	Jerry S.
9	California (Mid-Southern)	Ed L.R.
10	Colorado	Beth P.
11	Connecticut	Matt K.
12	Delaware	Terry H.
13	District of Columbia	Russell R.
14	Florida (North)	Ruth R.
15	So. Fla./Bahamas/V.I./Antigua	Thomas W.
16	Georgia	Debi K.
17	Hawaii	Kunane D.
18	Idaho	Thad N.
19	Illinois (Chicago)	Monica F.
20	Illinois (Northern)	Marilyn F.
21	Illinois (Southern)	Gordon N.
22	Indiana (Northern)	Timothy B.
23	Indiana (Southern)	Ron S.
24	Iowa	Mary Ann G.
25	Kansas	Sheri P.
26	Kentucky	Mary F
27	Louisiana	Nicholas P.
28	Maine	Nikki O.
29	Maryland	Cynthia T.
30	Massachusetts (Eastern)	Jan W.
31	Massachusetts (Western)	Paul H.
32	Michigan (Central)	Don McL.
33	Michigan (Southeast)	Russ R.
34	Michigan (Western)	Linda B.
35	Minnesota (Northern)	Jim S.
36	Minnesota (Southern)	Stacy McV.
37	Mississippi	Johnny C.
38	Missouri (Eastern)	Jim F.

(List continued on next page)

Area No.	Area Name	Name of Delegate
39	Missouri (Western)	Pam K.
40	Montana	Connie R.
41	Nebraska	Jess N.
42	Nevada	Julie C.
43	New Hampshire	Pete V.
44	New Jersey (Northern)	Jim A.
45	New Jersey (Southern	Rich H.
46	New Mexico	Bill L.
47	New York (Central)	Todd D.
48	New York (Hud./Moh./Berks.)	Tad J.
49	New York (Southeast)	Tom B.
50	New York (Western)	Hank K.
51	North Carolina	Rainer L.F.
52	North Dakota	Sherri P.
53	Ohio (Central & Southeast)	Donna K.
54	Ohio (Northeast)	Susan R.
55	N.W. Ohio/S.E. Michigan	Jim S.
56	Ohio (Southwest)	Nancy F.
57	Oklahoma	Sharon S.
58	Oregon	Jim F.
59	Pennsylvania (Eastern)	Caroline N.
60	Pennsylvania (Western)	Jody K.
61	Rhode Island	Steve L.
62	South Carolina	Randy S.
63	South Dakota	Jamey N.
64	Tennessee	Shane S.
65	Texas (Northeast)	Wayne H.
66	Texas (Northwest)	Ray O.
67	Texas (Southeast)	Kris H.
68	Texas (Southwest)	Michael P.
69	Utah	Sheryl T.
70	Vermont	Linda V.
71	Virginia	Sherry W.
72	Washington State (Western)	Geene D.
73	West Virginia	Brian T.
74	No. Wisc./Upper Penin. Mich	Char V. D.
75	Wisconsin (Southern)	Katherine H.
76	Wyoming	Ramona B.
77	Puerto Rico	Carlos L.
92	Washington State East	Gary P.
93	California (Central)	Karla Y.

All members on this committee will vote in this election.

Leslie Backus+
Beau B.
Christine Carpenter+
Mark E.
Kathi F.
Jan L.
Newton P.
Ginger R.B.

+nonalcoholic

TRUSTEES
Item B.3
Doc. 4

Candidates
for
Trustee-at-Large/U.S.
from
SOUTHEAST REGION

[To be reduced to one (1) candidate during April 2021 caucus session]

Trustee-at-Large/U.S. Candidates from Southeast Region

Area No.	Area Name	Name of Candidate
01	Alabama/N.W. Florida	*[No candidate]*
14	Florida (North)	Tom G.
15	S. Florida/Bahamas/V.I./Antigua	*[No candidate]*
16	Georgia	Rick McN.
26	Kentucky	Peggy S.
27	Louisiana	*[No candidate]*
37	Mississippi	*[No candidate]*
51	North Carolina	*[No candidate]*
62	South Carolina	*[No candidate]*
64	Tennessee	Mary Ann E.
71	Virginia	Thomas Z.
73	West Virginia	*[No candidate]*
77	Puerto Rico	*[No candidate]*

TRUSTEES
Item B.3
Doc. 5

Candidates
for
Trustee-at-Large/U.S.
from
SOUTHWEST REGION

[To be reduced to one (1) candidate during April 2021 caucus session]

Trustee-at-Large/U.S. Candidates from Southwest Region

Area No.	Area Name	Name of Candidate
04	Arkansas	Sandy L.
10	Colorado	Diane D.
25	Kansas	*[No candidate]*
38	Missouri (Eastern)	Mo N.
39	Missouri (Western)	*[No candidate]*
46	New Mexico	Teresa J.
57	Oklahoma	Stephanie B.
65	Texas (Northeast)	James C.
66	Texas (Northwest)	*[No candidate]*
67	Texas (Southeast)	Deborah D.B.
68	Texas (Southwest)	Jamie W.

TRUSTEES
Item B.3
Doc. 6

Candidates
for
Trustee-at-Large/U.S.
from
EAST CENTRAL REGION

[To be reduced to one (1) candidate during April 2021 caucus session]

Trustee-at-Large/U.S. Candidates from East Central Region

Area No.	Area Name	Name of Candidate
19	Illinois (Chicago)	*[No candidate]*
20	Illinois (Northern)	*[No candidate]*
21	Illinois (Southern)	*[No candidate]*
22	Indiana (Northern)	*[No candidate]*
23	Indiana (Southern)	Michalene R.
32	Michigan (Central)	Mel W.
33	Michigan (Southeast)	Mel W.
34	Michigan (Western)	Mel W.
53	Ohio (Central Southeast)	*[No candidate]*
54	Ohio (Northeast)	*[No candidate]*
55	N.W. Ohio/S.E. Michigan	*[No candidate]*
56	Ohio (Southwest)	*[No candidate]*
74	No. Wisconsin/Upper Penin. Michigan	*[No candidate]*
75	Wisconsin (Southern)	*[No candidate]*

TRUSTEES
Item B.3
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Candidates
for
Trustee-at-Large/U.S.
from
PACIFIC REGION

[To be reduced to one (1) candidate during April 2021 caucus session]

Trustee-at-Large/U.S. Candidates from Pacific Region

Area No.	Area Name	Name of Candidate
02	Alaska	Laura H.
03	Arizona	Richard H.
05	California (Southern)	Juan M.
06	California (Northern Coastal)	Raymundo L.
07	California (Northern Interior)	Mike K.
08	California (San Diego/Imperial)	Roxane R.
09	California (Mid-Southern)	Jeryl T.
17	Hawaii	Bob H.
18	Idaho	Shannon C.
42	Nevada	Marita H.R.
58	Oregon	Reilly K.
69	Utah	Renae H.
72	Washington (Western)	Steven C.
92	Washington (East)	Scott R.
93	California (Central)	Louis T.

TRUSTEES
Item B.3
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Candidates
for
Trustee-at-Large/U.S.
from
NORTHEAST REGION

[To be reduced to one (1) candidate during April 2021 caucus session]

Trustee-at-Large/U.S. Candidates from Northeast Region

Area No.	Area Name	Name of Candidate
11	Connecticut	*[No candidate]*
12	Delaware	Buck R.
13	District of Columbia	*[No candidate]*
28	Maine	Gene W.
29	Maryland	Don B.
30	Massachusetts (Eastern)	Ken T.
31	Massachusetts (Western)	*[No candidate]*
43	New Hampshire	Kenneth L.
44	New Jersey (Northern)	*[No candidate]*
45	New Jersey (Southern)	Rose S.
47	New York (Central)	*[No candidate]*
48	New York (Hudson/Mohawk/Berkshire)	Don S.
49	New York (Southeast)	Colleen V.
50	New York (Western)	*[No candidate]*
59	Pennsylvania (Eastern)	Nora J.
60	Pennsylvania (Western)	Yvette N.
61	Rhode Island	Kenneth D.
70	Vermont	*[No candidate]*

TRUSTEES
Item B.3
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Candidates
for
Trustee-at-Large/U.S.
from
WEST CENTRAL REGION

[To be reduced to one (1) candidate during April 2021 caucus session]

Trustee-at-Large/U.S. Candidates from West Central Region

Area No.	Area Name	Name of Candidate
24	Iowa	Rick W.
35	Minnesota (Northern)	Jake J.
36	Minnesota (Southern)	*[No candidate]*
40	Montana	Libbie L.
41	Nebraska	*[No candidate]*
52	North Dakota	Lorna O'C.
63	South Dakota	Chris D.
76	Wyoming	Kathi C.

Back To Agenda

2021 Conference Committee on Trustees

ITEM C: Review slates of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.

Background:

1. Slates of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.

2. Resume of General Service Trustee, Paz P. (mailed to the Conference Committee on Trustees members only)

3. Resume of General Service Trustee, Deborah K. (mailed to Conference Committee on Trustees members only)

4. Resume of Class A General Service Trustee, Molly Anderson (mailed to Conference Committee on Trustees members only)

5. Resume of Class A General Service Trustee, Kevin Prior (mailed to Conference Committee on Trustees members only)

TRUSTEES
Item C
Doc. 1

2021 Conference Committee on Trustees

ITEM C.1: Review Slate of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.

Background Notes:

On February 21, 2021, the trustees' Nominating Committee voted via email to elect Paz P., after Tommie H. removing her name as a General Service Trustee nominee and AAGV board.

The trustees' Nominating Committee reviewed and recommended to the General Service Board the following slate of trustees for election at the annual meeting of the members of the General Service Board in April 2021, following presentation at the 2021 General Service Conference for disapproval, if any:

Class A Trustees+
Molly Anderson
Hon. Christine Carpenter
Linda Chezem, J.D.
Sr. Judith Ann Karam, C.S.A.
Al Mooney, M.D., FAAFP, FASAM
Nancy McCarthy
Kevin Prior, MBA, CFA, CPA

+nonalcoholic

Class B Trustees (See "Note" below)
Beau B.
Jimmy D.
Josh E.
Kathi F.
Francis G.
Deborah K.
Trish L.
Jan L.
Mike L.
Paz P.
Irma V.D.B.N.
East Central Regional Trustee-elect
Southeast Regional Trustee-elect
Trustee-at-Large/U.S. Trustee-elect

Note: East Central, Southeast Regional trustees, and Trustee-at-Large/U.S. to be elected at April 2021 Conference.

The committee reviewed and recommended to the General Service Board the following slate of officers of the General Service Board for election at the Second Quarterly Meeting of the General Service Board in April 2021, following presentation at the 2021 General Service Conference for disapproval, if any:

Chairperson:	Linda Chezem, J.D.+
First Vice-Chairperson:	Trish L.N.
Second Vice-Chairperson:	Jan L.
Treasurer:	Kevin Prior+, MBA, CFA, CPA
Secretary:	Francis G.
Assistant Treasurer:	Paul Konigstein+*
Assistant Secretary:	Jeff W.*

*G.S.O. employees
+nonalcoholic

AA GRAPEVINE, Inc.

February 18, 2021

To: Trustees' Nominating Committee

Re: Candidate for AA Grapevine Corporate Board and General Service Trustee

Dear Friends:

Our current candidate Tommi H. for the AA Grapevine Corporate Board and General Service Trustee decided to step down due to time commitments of a new employment opportunity.

We are pleased to inform you that we have selected another candidate, Paz P., for the AA Grapevine Corporate Board and General Service Trustee.

Yours in fellowship and service,

Kathryn A. F.

Kathi F.
Chair
AA Grapevine, Inc.

Enclosures: GST Transmittal Form; GST Resume Sheet

2021 Conference Committee on Trustees

ITEM D: Review slates of trustees and officers of A.A. World Services, Inc.

Background documents attached:

1. Slate of Directors of A.A. World Services, Inc.
2. Resume of A.A. World Services Director Vera F. (mailed to Conference Committee on Trustees only)
3. Resume of A.A. World Service Director John W. (mailed to Conference Committee on Trustees only)

TRUSTEES
Item D
Doc. 1

2021 Conference Committee on Trustees

ITEM D: Review Slate of Directors of A.A. World Services, Inc.

Background Notes:

Excerpt from minutes of January 30, 2021 meeting on the trustees' Nominating Committee:

The committee reviewed and recommended to the General Service Board the following slate of Directors of A.A. World Services, Inc., for election in April 2021, following presentation at the 2021 General Service Conference for disapproval, if any:

Beau B.
Jimmy D.
Vera F.
Deborah K.
General Manager*
Irma V.D.B.N.
Carolyn W.
John W.
Jeff W.*

*G.S.O. employees

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2021 Conference Committee on Trustees

ITEM E: Review slate of Directors of AA Grapevine, Inc.

Background:

1. Slate of Directors of AA Grapevine, Inc.

2. Resume of AA Grapevine Director Coree H. (mailed to Conference Committee on Trustees members only)

TRUSTEES
Item E
Doc. 1

2021 Conference Committee on Trustees

ITEM E.1: Review Slate of Directors of AA Grapevine, Inc.

Background Notes:

On February 21, 2021, the trustees' Nominating Committee voted via email to elect Paz P., after Tommie H. removing her name as a AAGV board member and General Service Trustee nominee*.*

The trustees' Nominating Committee and recommended to the General Service Board the following slate of Directors of AA Grapevine, Inc., for election in April 2021, following presentation at the 2021 General Service Conference for disapproval, if any:

Josh E.
Ino F.
Cindy F.
Francis G.
Coree H.
Mike L.
Nancy McCarthy+
Paz P.
Albin Z.*

**AA Grapevine employee*
+nonalcoholic

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TRUSTEES
Item E
Doc.1a

AAGRAPEVINE, Inc.

February 18, 2021

To: Trustees' Nominating Committee

Re: Candidate for AA Grapevine Corporate Board and General Service Trustee

Dear Friends:

Our current candidate Tommi H. for the AA Grapevine Corporate Board and General Service Trustee decided to step down due to time commitments of a new employment opportunity.

We are pleased to inform you that we have selected another candidate, Paz P., for the AA Grapevine Corporate Board and General Service Trustee.

Yours in fellowship and service,

Kathryn A F.

Kathi F.
Chair
AA Grapevine, Inc.

Enclosures: GST Transmittal Form; GST Resume Sheet

2021 Conference Committee on Trustees

ITEM F: Review the "Statement of Concern and Motion to Censure for Submission to the 71st General Service Conference."

Background notes:

From the February 1, 2021 First quarterly meeting General Service board meeting:

> "After a floor action and discussion, the General Service Board agreed to forward the Statement of Concern and Motion to Censure the General Service Board to the 2021 Conference Committee on Trustees after legal review and the preparation of additional background."

From the January 30, 2021 meeting of the Trustees Nominating Committee:

> "The committee carefully considered the Statement of Concern and Motion to Censure the General Service Board and took no action. The committee cherishes the process to have an informed group conscience produced by a full discussion of the whole picture. The committee felt that the mechanism and the information contained in the submission did not reflect a complete picture and prevents all the current work and resolutions from being shared and from redacting any confidential personnel excerpts.
>
> While the committee understands the challenges noted as observations in the submission, there were misgivings about not having had an opportunity sooner to reveal some of the resolutions that have taken place. Some of the committee members have volunteered to draft a memo to the 2021 Conference Committee on Trustees highlighting the progress made on some of the observations raised in the submission.
>
> The committee suggested that adding a discussion section during the General Service Conference to address this issue would allow for all Conference members to share on the submission's reflections, speak to building trust, ask questions and talk about the progress made."

December 15, 2020 Excerpt from submitter's email:

> "…This item does not come from a particular Area, instead it is being submitted by a group of delegates. The submitters are signed on the last page."

Background:

1. Review the "Statement of Concern and Motion to Censure for Submission to the 71st General Service Conference."
2. Censure History summary
3. Additional background

*Upon receipt, will be distributed through the Area delegates

2021 Conference Committee on Trustees

ITEM F.1 - Review the "Statement of Concern and Motion to Censure for Submission to the 71st General Service Conference."

Note from General Service Board:

"The General Service Board of Alcoholics Anonymous (GSB) received and is forwarding a Statement of Concern and Motion to Censure the Board of Trustees to the Conference Committee on Trustees for their consideration. The motion was presented in the form of a letter signed by the fourteen makers of the motion. The signers stated that it was "submitted in the hope of offering support to the Boards and preserving A.A. unity, not to encourage disunity."

The letter will not be included with this background as it contains wording that is felt to be contrary to the spirit of our Fifth Warranty, which asks us to never be personally punitive. Also, on advice of counsel, the board refrains from discussing any items that may be protected by New York and federal employment laws, in addition to other laws that may apply.

In order to facilitate the work of the conference committee in considering the motion to censure, a summary of the issues raised in the letter follows. Whenever possible, the words of the submitters are used verbatim and have been placed in quotes.

The additional background is information gathered by trustee's committees and staff that address some of the issues raised. Most of these materials have been published previously and are provided to assist the body in coming to a fully informed group conscience."

Summary of Submission Letter following legal review:

Concerns Expressed by Submitters

- "An erosion of the General Service Board's understanding of and adherence to the Warranties of the General Service Conference and to the Twelve Concepts"
- "At times, the GSB exerts too much control"
- "At the same time, the GSB exerts too little guidance or oversight with respect to policies and management of our operating Boards and Offices"

"Conference Process Observed at the 70th General Service Conference"

"Respect for Conference Committees"

1) At the 70th General Service Conference (GSC), the Conference Committee on Trustees "concluded that a candidate for the Alcoholics Anonymous World Services, Inc. (AAWS) Board was not eligible…The GSB was itself undecided regarding this candidate's eligibility. This was evidenced in their own split vote for the slate. This division was not openly disclosed to the Conference Committee on Trustees – on the contrary, the retelling of events suggests the issue was intentionally avoided."

<u>"Overall Chairing of the Conference"</u>

2) The Conference Committee on Trustees submitted a slate for approval less the candidate in question. The Chair of the Conference ruled the recommendation out of order, stating that the committee had no such authority. This was wrong because "the Conference Committee on Trustees…does in fact have the authority as outlined in our Concepts, Service Manual, and the Scope and Procedure of the Conference Committee on Trustees. It was wrong in spirit because it unilaterally halted further Conference discussion on the matter...The Chair's ruling was ultimately challenged, which led to further necessary discussion."

3) Throughout the Conference, "…delegates were cutoff and deliberations were halted before an informed group conscience decision could be reached. Staff was virtually unheard. There is some indication that at least at one GSC session, staff members were told not to participate."

<u>"Failure to Observe the Will of the General Service Conference"</u>

4) At the 70th GSC, procedures were changed and "Floor Actions could either be quashed or tabled to a future Trustee Committee meeting." "The GSC is an entity which sets its own rules, and has the right to approve, disapprove, or alter any procedural rules it wishes."

5) A floor action to halt the implementation of Google AdWords was not quashed, but the Board implemented Google Ad Words without notifying Conference members until after the fact.

6) "Accounting and Communication for the Grapevine has been turned over to AAWS…Concept VIII defines that money and capital is divided between AAWS and the Grapevine."

<u>"GSB Responsibility to Exercise Oversight of the Operating Corporations…"</u>

<u>"…Projects and Funds"</u>

7) The Enterprise Resource Planning (ERP) project is a year behind schedule and is reported to be $800,000 over budget as of April, 2020. At a special finance meeting in August, 2020, three delegates requested information regarding the original scope, schedule and budget. As of November 30, 2020, no report had been provided.

8) "The 2019 financial reports indicated that AAWS was $800,000 over initial budget, a situation that should have resulted in an immediate extended investigation…"

9) The Eighth Floor project was intended to be funded only from operating accounts. Work was stopped when COVID arrived. Operating funds decreased as a result, and a drawdown from the Reserve Fund occurred. Work resumed after that, raising the question that reserve funds were used for the project. Benefits of the project have not been communicated to the Fellowship.

10) Printer's Manuscript litigation – "No individual, or collective Tenth Step, has been apparent. During these events there was undeniable, and seemingly habitual, lack of transparency; to date, there has been no reconciliation with the Fellowship."

<u>"Lack of Financial Transparency (and Transparency in General)"</u>

11) Drawdowns from the Reserve Fund in the amount of $4.5 million have occurred. There has been no clear accounting to the Fellowship regarding how those funds were used.

12) Consultants have been hired at the office with no communication to the Fellowship about costs and benefits.

13) Retirement program (VRIP) – "[Twenty] GSO and the Grapevine employees accepted the retirement offer…We were told it was anticipated that maybe four or five people would accept the retirement offer." "The voluntary retirement program is intended to realize cost savings, while in the short term it is in fact costing hundreds of thousands of dollars. The human price for these cost savings is staggering. We have been shown no information describing the actual benefit we will see from this desperate loss."

Motion to Censure the General Service Board – History

Historically, the General Service Conference, through its group conscience decision, has never voted to censure the General Service Board. To date, there have been two proposals to censure the General Service Board, neither of the proposals resulted in any action to censure.

1994/1995
August 1994, a Statement of Censure was sent to all members of the 44th General Service Conference from a panel 43 delegate. (Refer to "Exhibit A").

The statement of censure was referred to the trustees' Committee on the General Service Conference for discussion at the committee's October 1994 meeting. The minutes noted, "The statement of censure excluding that section which refers to the Services Director at G.S.O., New York" was forwarded to the Conference Committee on Trustees. The minutes further read, "The General Service Board will reply to any requests for information from the Conference Committee on Trustees."

The motion to "censure" was reported to the General Service Board meeting by then chair, Jim Estelle+ at the October 1994 meeting. The minutes of that discussion read:

> *Jim also reported that the letter of censure which has been received by all Board members was discussed in long, thorough debate. This grievance has been referred to the Trustees' Committee on the Conference. (Note: In action from the Trustees' Committee on the Conference, the Board approved forwarding the item to the Conference Committee on Trustees.)*

The 1995 General Service Conference considered the proposal to censure the General Service Board. However, the "censure" was dismissed. See the 1995 advisory action below (Recommendation from Conference Committee on Trustees):

> **29** After a thorough examination of the issues and information available and acknowledging that there may have been problems with communication at many service levels in the past, it was the sense of the committee that there has been improvement and, therefore, in the interest of maintaining A.A. unity and finding there was not sufficient cause, the committee unanimously *recommended* that the proposal to censure the General Service Board be dismissed.

+ nonalcoholic

2017/2018
In October 2017, the trustees' Nominating Committee discussed a motion to censure the General Service Board. The committee took the following action, "The committee agreed to forward to the Conference Committee on Trustees a motion from an area to censure the General Service Board."

The item was discussed by the corresponding Conference Committee on Trustees' in 2018, which resulted in the following committee consideration:

> The committee thoughtfully reviewed a proposal to censure the General Service Board and after seeking extensive additional input from the general manager of G.S.O., the chair of the General Service Board, and additional General Service Board trustees, agreed to take no action. The committee recognized that the litigation regarding the Printer's Copy Manuscript of *Alcoholics Anonymous* has caused many in the Fellowship to have strong feelings on all sides of this issue. The committee believes that the unity of Alcoholics Anonymous is the most important treasure we have as a Fellowship. The committee also recognizes that the General Service Board and the Alcoholics Anonymous World Services, Inc. Board have many legal responsibilities and must sometimes make use of the right of decision, but in the spirit of A.A. unity, the committee asks the General Service Board, A.A. World Services, Inc. and AA Grapevine, Inc. that:
>
> - All major decisions made by A.A. World Services, Inc., AA Grapevine, Inc., the General Service Office or AA Grapevine management be promptly and fully reported to the General Service Board, as appropriate.
>
> - If the General Service Board, the A.A. World Services or AA Grapevine boards need to initiate a legal proceeding as a plaintiff, that whenever possible, they will consult the members of the General Service Conference before starting such a proceeding, being ever mindful of A.A. unity and A.A.'s financial prudence. However, the committee understands that sometimes this might not be possible.
>
> The committee recognizes that the General Service Board, A.A. World Services, Inc., and AA Grapevine, Inc. could be brought into litigation by other parties and in no way wants to limit their actions required to protect these corporations.

Note: In October 2018, the Trustees' Committee on the General Service Conference discussed a proposed agenda item regarding the processing of future "censures." The committee considered the proposal, which read, "All agenda items for censure or reorganization be forwarded directly to the Conference Committee on Trustees" and took no action. It was agreed that it is important to "follow our proposed agenda item process."

GSO Archives/December 2020

2021 Conference Committee on Trustees

ITEM F.3 – Additional Background from the General Service Board

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Background notes:

The General Service Board provided additional background to share on each concern that was mentioned in the summary of the submission letter.

Attachments:

"Conference Process Observed at the 70th General Service Conference"

"Respect for Conference Committees"

Concern 1 – GSB vote split

"Overall Chairing of the Conference"

Concern 2 – Authority of Conference Committee on Trustees

Concern 3 – Participation time limited

"Failure to Observe the Will of the General Service Conference"

Concern 4 – Rules of GSC
Concern 5 – Goggle AdWords

Concern 6 – AA Grapevine

"GSB Responsibility to Exercise Oversight of the Operating Corporations…"

"…Projects and Funds"

Concern 7 – August request for ERP report
Concern 8 – AAWS over 2019 budget
Concern 9 – Funding of 8th Floor project
Concern 10 – Printer's Manuscript litigation

"Lack of Financial Transparency (and Transparency in General)"

Concern 11 – Drawdowns from the Reserve Fund
Concern 12 – Breakdown of Consultants
Concern 13 – Estimate of VRIP participants

2021 Conference Committee on Trustees

ITEM F.3.1 - “Respect for Conference Committees” – Concern 1 – GSB vote split

Conference Process Observed at the 70th General Service Conference

1) At the 70th General Service Conference (GSC), the Conference Committee on Trustees "concluded that a candidate for the Alcoholics Anonymous World Services, Inc. (AAWS) Board was not eligible…The GSB was itself undecided regarding this candidate’s eligibility. This was evidenced in their own split vote for the slate. This division was not openly disclosed to the Conference Committee on Trustees – on the contrary, the retelling of events suggests the issue was intentionally avoided.”

Background Note from General Service Board:

Please refer to the highlighted sections on page 4 in the following background item submitteed to the 2020 Conference Committee of Trustees:

- *Item C.3.a - “Summary of Events re: Appeal of proposed AAWS Board of Directors Slate,”*

TRUSTEES
Item F
Doc. 3.1

2020 Conference Committee on Trustees

ITEM C: Review slate of Directors of A.A. World Services, Inc.

Background:

1. Slate of Directors of A.A. World Services, Inc.
2. Resume of Nontrustee Director nominee, John W. (*distributed to the Conference Committee on Trustees' members only)*
3. Appeal of Proposed AAWS Board of Directors Slate
   a. Summary of Events re: Appeal of Proposed AAWS Board of Directors Slate
   b. 2019-04-07 Email of Appeal of the current A.A.W.S. nontrustee director selection
   c. 2020-04-17 Memo from A.A.W.S. Nominating re Procedure No. 1
   d. 2020-04-19 Trustees' Nominating Meeting Report
   e. 2020-04-20 Memo from A.A.W.S. Nominating requesting formal motion to remove director
   f. 2020-04-23 Trustees' Nominating Meeting Report
   g. Trustees' Nominating Committee Procedure No. 1 (Procedures for Nominating Corporate Board Directors)
   h. A.A.W.S. letters announcing a nontrustee director vacancy
      i. 2015 Letter
      ii. 2016 Letter
      iii. 2017 Letter
      iv. 2019 Letter
   i. 2019 *Box 4-5-9* Announcement of A.A.W.S. nontrustee director vacancy
   j. 2012 Report of the [Trustees' Nominating Committee] Subcommittee on Procedures in the Event of Disapproval of a Slate of Trustees or Directors

Slate of Directors of A.A. World Service, Inc.

Excerpt from minutes of February 1, 2020 meeting of the trustees' Committee on Nominating:

The committee reviewed and recommended to the General Service Board the following slate of Directors of A.A. World Services, Inc. for election in April 2020, following presentation at the 2020 General Service Conference for disapproval, if any:

Beau B.
Mary C.*
Jimmy D.
Deborah K.
Jan L.
David N.
Greg T.*
Carolyn W.
John W.

*G.S.O. employees

Summary of Events re: Appeal of Proposed AAWS Board of Directors Slate
Submitted by: David N., Chair, Trustees Nominating Committee
May 1, 2020

A request for appeal was received by Michele Grinberg, Chair of the General Service Board, and Greg T., General Manager GSO. It was received on April 7, 2020. The appeal request was of the process used to select candidates for Non-Trustee Directors, and stated that the current AAWS candidate is ineligible due to the panel in which he served as delegate. A copy of the appeal request is included in the background.

Michele asked AAWS to develop a process for the appeal and a proposed response.

After email discussions, the AAWS Nominating Committee met on April 16, 2020. The committee recalled that they had discussed panel eligibility a couple of times. The first occurrence was during their initial application and resume review.

They had reviewed Trustees Nominating Committee Procedure #1, which states, "Past Delegates - not eligible until one year after rotation." A copy of the procedure is included in the background.

Seeking clarity, the committee was told by the office that the requirement had traditionally been interpreted as "not eligible *to serve* until one year after rotation," which would mean that a Panel 67 would be eligible. The committee did not recall that they reviewed the announcement letter at that time, which states that for Past Delegates "a minimum of one year should have elapsed since his/her rotation before applying for one of these positions" and that Panel 67s are not eligible. A copy of that announcement letter is included in the background.

[Also included are the three prior announcement letters. It may be noted that in each, the panel number quoted for ineligibility is consistent with the interpretation of "not eligible *to serve* until one year after rotation." Also included is a copy of the current announcement printed in Box 459, which does not include any mention of eligibility.]

The requirement in Procedure #1 was discussed by the AAWS Nominating Committee a couple of other times, most recently in March, 2020. As a result, AAWS Nominating sent a memo to the Chair of the Trustee's Nominating Committee requesting a review and clarification of Procedure #1. A copy of that memo is included in the background. The review will begin at the July meeting of the General Service Board if not earlier.

During the April 16, 2020, meeting of the AAWS Nominating Committee, there was discussion about the request for appeal and a response.

The committee felt for several reasons that the slate should go forward as is.

1) They felt that removing the candidate would be personally punitive.
2) Their understanding was that Panel 67s were eligible, and did interview two Panel 67 candidates.
3) The candidate they selected was clearly the most qualified given the skillsets the AAWS Board of Directors was seeking this year.

With regard to a response, Greg T. (staff support to the committee) felt that the office should respond deeply thanking the appellant for raising the issue. We recognize that the selection procedure is not clear and was not well-followed, and commit to the appellant and all that steps will be taken both in the office and Trustee's Nominating Committee to address these problems. Finally, the response would assure her that any future applications by her will still be given fair consideration.

The committee asked that Greg hold off on sending a response pending review and discussion by Trustee's Nominating Committee.

A Trustee's Nominating Committee meeting was held April 19, 2020. After much discussion, a sense of the room was that AAWS Nominating should remove the candidate from the slate, and decide what they would do about the vacancy. A copy of the meeting report from Trustee's Nominating is included in the background.

The AAWS Nominating Committee met on April 20, 2020. During discussion, the Chair of the Trustee's Nominating Committee shared that he regretted not calling for a vote in their meeting. The AAWS Nominating Committee agreed that a vote would be appropriate after looking at our warranties, which state that, "all important decisions be reached by discussion, vote, and whenever possible, by substantial unanimity." The committee felt that this is an important decision and that the decision should be made by vote rather than a sense of the room. By memo, they asked Trustee's Nominating for a formal vote to remove the candidate from the slate. A copy of that memo is included in the background.

The Trustee's Nominating Committee met on April 23, 2020. There was a brief discussion of the motion made and seconded by email polling "that the committee provide a formal recommendation, by vote, to remove the name of John W. as a director from the proposed slate of the AAWS Board of Directors for disapproval if any at the 70th General Service Conference."

Receiving a vote of 4 in favor and 3 opposed, the motion failed to receive a two-thirds majority. A copy of that meeting report is also included in the background.

During discussion, the committee acknowledged that they had not performed Step #4 under Consultation Process for the Selection of Non-trustee Directors in Procedure #1. This step calls for a review by Trustee's Nominating of the candidates selected for interview by the corporate boards prior to interviews commencing. Additionally, at least one committee member expressed that Requirement #4 in Procedure #1 is unambiguous in stating that at the time an applicant completes the application, they must have been rotated for one year. At least one committee member felt that they voted for the candidate erroneously, having overlooked the eligibility requirement and conformance to the April 22, 2019 announcement letter when votes for approval of the slate were taken for approval at both Trustee's Nominating, and General Service Board meetings.

It was noted that the AAGV Board also considered a Panel 67 Delegate. The candidate was not interviewed, but was not dropped from consideration because of the panel in which they served.

After the vote, a question was asked regarding what we do if the Conference votes down the slate. The committee secretary informed us that a sub-committee of Trustee's Nominating Committee had looked at that in 2012. The sub-committee's final report is included in the background.

Their conclusion was that a vote on the corporate boards by the Conference is of an advisory nature only. The General Service Board would not need to take a specific action during the Conference, but would take the Conference's opinion under advisement as they name the corporate board members during their annual meeting.

The General Service Board held a meeting on April 30, 2020. In executive session, these events were summarized and a lengthy, robust discussion followed. Coming out of executive session, two motions were presented and seconded.

The first was "to reaffirm the A.A. World Services, Inc. slate of Directors that was forwarded to the 2020 General Service Conference." With a vote of 10 in favor and 10 opposed with one abstention, the motion did not receive a two-thirds majority. The second was "to remove John W.'s name from the slate of the A.A. World Services, Inc. Directors that was forwarded to the 2020 General Service Conference." With a vote of 11 in favor and 9 opposed with one abstention, the motion did not receive a two-thirds majority.

Therefore, the originally proposed slate is being presented to conference for disapproval if any. The Board of Trustees asked that this summary be included in the background material presented to the Conference Trustees Committee and all Conference members for your review prior to our vote on the slate.

Thank you.

Sent: Tuesday, April 7, 2020 4:21 PM
To: GMGSO-Greg T; Grinberg, Michele
Subject: AAWS NTD Director - Appeal of the Process Requested

Dear Greg and Michele,

I hope this email finds you doing well in the most recent world-wide health crisis. It has certainly been a time for change and pause in the way we currently are doing things both in and out of the fellowship.

I am writing to you in regards the proposed slate of directors for AAWS and in particular the opening for AAWS Non-Trustee Director.

In the most recent request for applications for AAWS Non-Trustee Director, the letter stated "Should an applicant be a past General Service Conference Delegate, a minimum of one year should have elapsed since his/her rotation as a delegate before applying for one of these positions." This would mean that a Panel 67 Delegate who served 1/1/17 through 12/31/18 would not be eligible to apply until 1/1/20. Given that applications needed to be submitted no later than 7/1/19, this would mean that a Panel 67 does not meet the application requirements.

Rotation as noted in the Service Manual is based on Panels and a two year term. This term ends after the Panel is completed, not after having attended a conference.

There have been long standing reasons for this gap between serving as a delegate and serving on the board as a director, one of which is to not have an unfair advantage over someone currently serving with those on the nomination committee.

I would like to <u>request an appeal of the process</u>. I believe that I and any another applicant that met the qualifications for submitting an application should have had priority of being considered for an interview before any Panel 67 Delegate. Additionally, <u>the slate of directors that is currently proposed should not have a Panel 67 Delegate name (John W) listed as they are not properly qualified</u>.

I understand that at this time, I may not have the skills and experience that is currently needed by the Board. However, as an organization led by spiritual principles, I hope that we can have integrity in the process. I also hope that my raising this concern does not impact any future opportunities for me to serve our beloved fellowship.

I look forward to hearing from you in regards to this.

Best Regards,

M E M O R A N D U M

Date: April 17, 2020

To: David N, Chair, Trustees' Nominating Committee

From: Jan L, Chair, A.A.W.S. Nominating Committee

RE: *Procedure No. 1 Grapevine and A.A.W.S. Boards Procedures for Nominating Corporate Board Directors*

At the March 6, 2020 meeting of the A.A.W.S. Nominating Committee, discussion occurred regarding *Procedure No. 1 Grapevine and A.A.W.S. Boards Procedures for Nominating Corporate Board Directors,* specifically point 4 "Past Delegate – not eligible until one year after rotation."

The A.A.W.S. Nominating Committee is requesting clarification and/or explanation of this statement since a Delegate term ends at the end of each calendar year and Director terms end at the end of each General Service Conference. The committee's suggestion was to change wording to "not eligible **to serve** until one year after rotation."

The A.A.W.S. Nominating Committee requested that the Trustees' Nominating Committee review the language in *Procedure No. 1 Grapevine and A.A.W.S. Boards Procedures for Nominating Corporate Board Directors,* specifically point 4 "Past Delegate – not eligible until one year after rotation," and clarify the eligibility of past delegates for vacancies on corporate boards.

Trustees' Committee on Nominating
Sunday April 19, 2020

The trustees' Nominating Committee met by videoconference on Sunday, April 19, 2020 at 12:30 p.m. Eastern Time.

Present were: David N, chairperson; Tom A, Carole B, Christine C, Kathi F, Michele G, Newton P, Cate W; and Rick W, secretary.

Also present: Greg T.

Chairperson's remarks: .

Procedure No. 1. Procedures for Nominating Corporate Board Directors: The chairperson thanked everyone for their ability to be available on short notice and gave a brief summary of the reason for the meeting. An email had been received requesting an appeal of the process for the selection of A.A.W.S. nontrustee directors. On April 16, the A.A.W.S. Nominating Committee met to discuss the appeal. A.A.W.S. Nominating agreed to let the slate stand and forwarded a request that the trustees' Nominating Committee review its Procedure No. 1. Procedures for Nominating Corporate Board Directors.

The trustees' Nominating Committee reviewed the appeal; the A.A.W.S. Nominating Committee request; the 2019 announcement letter announcing the A.A.W.S. nontrustee director opening; and Procedure No. 1.

After thorough discussion, it was the sense of the meeting to request that the A.A.W.S. Board withdraw the nomination of John W to serve beginning in 2020.

The trustees' Nominating Committee requested that the A.A.W.S. Nominating Committee convene and consider an alternate candidate for nontrustee director.

The trustees' Nominating Committee suggested that, that the A.A.W.S. Nominating Committee consider available Class A trustees and trustees-at-large as possible candidates, along with other candidates that A.A.W.S. Nominating had interviewed.

If no suitable alternate candidate is found, the trustees' Nominating Committee requested that the A.A.W.S. Corporate Board put forward a 2020 slate that includes a vacancy.

The meeting adjourned at 1:15 p.m.

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M E M O R A N D U M

Date: April 20, 2020

To: David N, chair, trustees' Nominating Committee

From: Jan L, chair, A.A.W.S. Nominating Committee

c.c.: Rick W, secretary, trustees' Nominating Committee

RE: Nomination of John W for A.A.W.S. Director

The A.A.W.S. Nominating Committee met on Monday, April 20, 2020 to discuss the request by Trustees' Nominating Committee to withdraw the nomination of John W for A.A.W.S. Director.

The A.A.W.S. Nominating Committee also met with the full A.A.W.S. corporate board prior to this meeting in order to discuss the slate of officers being put forward at the 2020 General Service Conference.

After thorough discussion, A.A.W.S. Nominating Committee requests that Trustees' Nominating Committee provide a formal recommendation, by vote, to remove the name of John W as a director from the proposed slate of the AAWS Board of Directors for disapproval if any at the 70th General Service Conference.

Trustees' Committee on Nominating
Thursday, April 23, 2020

The trustees' Nominating Committee met by videoconference on Thursday, April 23, 2020 at 12:00 p.m. Eastern Time.

Present were: David N, chairperson; Tom A, Carole Br, Christine Carpenter, Kathi F, Michele Grinberg, Newton P, Cate W, and Rick W, secretary.

Also present: Greg T.

Procedure No. 1. Procedures for Nominating Corporate Board Directors: The chairperson thanked everyone for their ability to be available on short notice and gave a brief summary of the reason for the meeting.

Following the committee's April 19, 2020 call, the A.A.W.S. Nominating Committee met. Following their meeting they sent a memo requesting "that Trustees' Nominating Committee provide a formal recommendation, by vote, to remove the name of John W as a director from the proposed slate of the AAWS Board of Directors for disapproval if any at the 70th General Service Conference."

Through an email poll of the trustees' Nominating Committee, a motion was presented and seconded "to remove the name of John W as a director from the proposed slate of the A.A.W.S. Board of Directors for disapproval if any at the 70th General Service Conference."

After discussion, the motion failed to receive a two-thirds majority.

The meeting adjourned at 12:35 p.m.

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PROCEDURE №.1
GRAPEVINE AND A.A.W.S. BOARDS
PROCEDURES FOR NOMINATING CORPORATE BOARD DIRECTORS

When a Director vacancy occurs on the board of an affiliate corporation, that board will consider and develop a process and procedure that best meets their needs at that particular time.

The service board's nominating committee will notify the Fellowship of the vacancy by means of a letter to:

1. Trustees and Directors for U.S. and Canada, past and present.
2. Area Delegates
3. Appointed committee members
4. G.S.O. and Grapevine Staff
5. Central and Intergroup Offices, U.S. and Canada.

Additionally, an announcement of the vacancy will be placed in *Box 4-5-9* and, whenever possible, in the next available issues of Grapevine and La Viña magazines.

In conducting its search, the committee may consider, but is not limited to, the following persons:

1. Persons whose resumes are on file from prior searches will be contacted to see if they are still interested.
2. Past and present appointed committee members.
3. Past and present Grapevine Editorial Board members who have not previously served as Directors on either corporate board.
4. Past Delegates - not eligible until one year after rotation.

The service board's nominating committee which is conducting the search will consider all applicants and exercise their best judgment in selecting a small but adequate number for interviews.

Some of the criteria used in the selection process are as follows:
- Length of sobriety.
- Business or professional experience and the relevance of the applicant's business or professional experience to the work of the affiliate corporate board.
- Activity in A.A. service.
- Availability to attend meetings of the affiliate corporate board and its committees, the General Service Conference, trustees' committee meetings, corporate subcommittee meetings on the Board weekends and so on.

(Continued)

GRAPEVINE AND A.A.W.S. BOARDS
PROCEDURES FOR NOMINATING CORPORATE BOARD DIRECTORS (Continued)

Unexpected Vacancy for Class B Trustee Director

In the event of an unexpected Class B Trustee Director vacancy, the chairperson of the General Service Board notifies all directors of the affected affiliate corporate board of the vacancy within an appropriate time frame. The affiliate corporate board makes its recommendation and forwards the candidate's resume to the trustees' Committee on Nominating accompanied by a one-page statement of the corporate board's rationale for its recommendation. If the trustees' Committee on Nominating accepts and approves the recommendation, the committee forwards the affiliate corporate board's recommendation and the candidate's resume to the General Service Board.

Rotation of Corporate Board Directors

In order to guarantee the maximum participation of trustees to serve on corporate boards, the trustees' Committee on Nominating recommends to the corporate boards that a minimum of two regional and/or at-large trustees serve on the board at all times with two consecutive one-year terms, with the chairperson's position rotating every year between regional/at-large and General Service Trustees. This would maximize the constant flow of new and fresh ideas at all times.

Consultation Process for the Selection of Non-trustee Directors

1. The affiliate board identifies specific talents, skills, abilities or other characteristics that it seeks in a non-trustee director.
2. The notice to the Fellowship identifies the specific characteristics delineated in #1 above. The trustees' Committee on Nominating is notified of the search and provided with the notice including the specific characteristics.
3. Once the resumes of the applicants for the non-trustee director position are received, the affiliate board selects for interview those who are most aligned to the desired characteristics.
4. The interview process of the candidate commences after the trustees' Committee on Nominating receives the selected resumes, and reviews them in consultation with the affiliate board. This should be expedited in the most feasible and timely manner.
5. The affiliate board then continues its selection process, taking into consideration any observations or ideas shared by the trustees' Committee on Nominating.
6. The transmittal form is completed and submitted to the trustees' Committee on Nominating.
7. The recommendation from the trustees' Committee on Nominating is then forwarded to the General Service Board.

Notification of Any Candidates

To ensure confidentiality and permit the review of the applicants by the trustees' Committee on Nominating and the General Service Board, candidates shall be notified of their selection/non-selection after the vote of the General Service Board.

Applicants who are not selected for interviews will be notified in writing once the candidates to be interviewed have been chosen.

December 14, 2015

To: General Service Conference Delegates
Trustees of General Service Board, Past and Present
Directors of A.A. World Services, Inc., Past and Present
Directors of A.A. Grapevine, Inc., Past and Present
G.S.O. and Grapevine Staff Members, Past and Present
Appointed Committee Members of Trustees' Committees
Central and Intergroup Offices, U.S. and Canada

Re: **Vacancy for Non-trustee Director on A.A. World Services, Inc. Board in 2016**

Dear Friends,

The A.A. World Services, Inc. Board will have one non-trustee Director vacancy following the General Service Conference in April 2016. We are searching for an appropriate individual to fill this position and would ask that you assist in sharing this information.

In seeking applications for all vacancies in Alcoholics Anonymous, the Fellowship is committed to creating a large applicant file of qualified persons which reflects the inclusiveness and diversity of A.A. itself.

The Board of Trustees has requested that the A.A.W.S. Board's recommendations be presented to the trustees' Committee on Nominating for review, since resumes need to be screened and applicants interviewed by members of the A.A.W.S. Board prior to the 2016 General Service Conference annual meeting.

We plan to review resumes in a timely fashion so that the A.A.W.S. Nominating Committee can schedule interviews as soon as possible. We, therefore, ask that completed resumes be submitted by Monday, February 1, 2016.

Some of the qualities most desirable in the individuals who will fill the Corporate Board Director vacancies are:

1. Sound business or professional background in such areas as finance, management, publishing, legal or information technology, relevant to the work of A.A. World Services, Inc.

2. Leadership qualities and the ability to work within the committee structure and with others in a group conscience setting.

3. A demonstrated commitment to A.A. service; however, service as a delegate is not required.

4. A minimum of seven (7) years' continuous sobriety in the A.A. program.

5. Availability to attend all regular meetings of the A.A. World Services Board (a total of up to eight per year), quarterly meetings of trustees' committees to which Corporate Board

Directors are appointed, and the General Service Conference for one week each year. Additionally, Directors may be called upon to attend interim subcommittee or other meetings; and, occasionally to represent A.A.W.S. at other A.A. functions. Should an applicant be a past General Service Conference Delegate, a minimum of one year should have elapsed since his/her rotation as a delegate before applying for one of these positions. Therefore, Panel 64 Delegates will not be eligible for consideration for these openings.

Enclosed is a resume form that should be completed by each applicant, who may also attach his/her professional resume. The application should be returned to the General Service Office, attention of Nancy D, Secretary, A.A. World Services, Inc., 475 Riverside Drive / Suite 1100, New York, NY 10115, by Monday, February 1, 2016.

All resumes will be considered and all applicants will be advised when a candidate has been selected by the A.A. World Services Board and reviewed by the trustees' Committee on Nominating.

If you have any questions regarding this process, please contact Nancy D by telephone at (212) 870-3123, or via e-mail at: @aa.org.

Yours in service,

____

William N, Chair
A.A.W.S. Nominating Committee

Enc.: A.A. World Services Director Resume Sheet

May 13, 2016

To: General Service Conference Delegates
Trustees of General Service Board, Past and Present
Directors of A.A. World Services, Inc., Past and Present
Directors of A.A. Grapevine, Inc., Past and Present
G.S.O. and Grapevine Staff Members, Past and Present
Appointed Committee Members of Trustees' Committees
Central and Intergroup Offices, U.S. and Canada

Re: **Vacancy for Non-trustee Director on A.A. World Services, Inc. Board**

Dear Friends,

The A.A. World Services, Inc. Board will have one non-trustee Director vacancy available after the 2017 Conference. We are searching for an appropriate individual to fill this position and would ask that you assist in sharing this information.

In seeking applications for all vacancies in Alcoholics Anonymous, the Fellowship is committed to creating a large applicant file of qualified persons which reflects the inclusiveness and diversity of A.A. itself.

The Board of Trustees has requested that the A.A.W.S. Board's recommendations be presented to the trustees' Committee on Nominating for review in August 2016.

We plan to review resumes in a timely fashion so that the A.A.W.S. Nominating Committee can schedule interviews as soon as possible. We, therefore, ask that completed resumes be submitted by Friday, July 1, 2016.

Some of the qualities most desirable in the individuals who will fill the Corporate Board Director vacancies are:

1. Sound business or professional background in such areas as finance, management, publishing, legal or information technology, relevant to the work of A.A. World Services, Inc.

2. Leadership qualities and the ability to work within the committee structure and with others in a group conscience setting.

3. A demonstrated commitment to A.A. service; however, service as a delegate is not required.

4. A minimum of seven (7) years' continuous sobriety in the A.A. program.

5. Availability to attend all regular meetings of the A.A. World Services Board (a total of up to eight per year), quarterly meetings of trustees' committees to which Corporate Board

Directors are appointed, and the General Service Conference for one week each year. Additionally, Directors may be called upon to attend interim subcommittee or other meetings; and, occasionally to represent A.A.W.S. at other A.A. functions. Should an applicant be a past General Service Conference Delegate, a minimum of one year should have elapsed since his/her rotation as a delegate before applying for one of these positions. Therefore, Panel 65 Delegates will not be eligible for consideration for these openings.

Enclosed is a resume form that should be completed by each applicant, who may also attach his/her professional resume. The application should be returned to the General Service Office, attention of Nancy D, Secretary, A.A. World Services, Inc., 475 Riverside Drive / Suite 1100, New York, NY 10115, by Monday, July 1, 2016.

All resumes will be considered and all applicants will be advised when a candidate has been selected by the A.A. World Services Board and reviewed by the trustees' Committee on Nominating. If you have any questions regarding this process, please contact Nancy D by telephone at (212) 870-3123, or via e-mail at: @aa.org.

Yours in service,

____

Richard B, Chair
A.A.W.S. Nominating Committee

Enc.: A.A. World Services Director Resume Sheet

May 12, 2017

To: General Service Conference Delegates
Trustees of General Service Board, past and present
Directors of A.A. World Services, Inc., past and present
Directors of A.A. Grapevine, Inc., past and present
G.S.O. and Grapevine Staff Members, past and present
Appointed Committee Members of Trustees' Committees
Central and Intergroup Offices, U.S. and Canada

Re: **Vacancy for Non-trustee Director on A.A. World Services, Inc. Board**

Dear Friends,

The A.A. World Services, Inc. Board will have one non-trustee director vacancy available after the 2018 Conference. We are searching for an appropriate individual to fill this position and would ask that you assist in sharing this information.

In seeking applications for all vacancies in Alcoholics Anonymous, the Fellowship is committed to creating a large applicant file of qualified persons which reflects the inclusiveness and diversity of A.A. itself.

The Board of Trustees has requested that the A.A.W.S. Board's recommendations be presented to the trustees' Committee on Nominating for review in August 2017.

We plan to review resumes in a timely fashion so that the A.A.W.S. Nominating Committee can schedule interviews as soon as possible. We, therefore, ask that completed resumes be submitted by Friday, July 7, 2017.

Some of the qualities most desirable in the individuals who will fill the corporate board director vacancies are:

1. Sound business or professional background in such areas as finance, management, publishing, legal or information technology, relevant to the work of A.A. World Services, Inc.

2. Leadership qualities and the ability to work within the committee structure and with others in a group conscience setting.

3. A demonstrated commitment to A.A. service; however, service as a delegate is not required.

4. A minimum of seven (7) years continuous sobriety in the A.A. program.

5. Availability to attend all regular meetings of the A.A. World Services Board (a total of up to eight [8] per year), quarterly meetings of trustees' committees to which corporate board directors are appointed, and the General Service Conference for one week each year. Additionally, directors may be called upon to attend interim subcommittee or other meetings; and, occasionally to represent A.A.W.S. at other A.A. functions. Should an applicant be a past General Service Conference delegate, a minimum of one (1) year should have elapsed since his/her rotation as a delegate before applying for one of these positions. Therefore, Panel 66 delegates will not be eligible for consideration for these openings.

Enclosed is a resume form that should be completed by each applicant, who may also attach his/her professional resume. The application should be returned via email to @aa.org or mailed to the General Service Office, attention of Nancy D, Secretary, A.A. World Services, Inc., 475 Riverside Drive / Suite 1100, New York, NY 10115, by Friday,

All resumes will be considered and all applicants will be advised when a candidate has been selected by the A.A. World Services Board and reviewed by the trustees' Committee on Nominating. If you have any questions regarding this process, please contact Nancy D by telephone at (212) 870-3123, or via e-mail at: @aa.org.

July 7, 2017.

Yours in service,

Richard B, Chair
A.A.W.S. Nominating Committee

Enc.: A.A. World Services Director Resume Sheet

Alcoholics
Anonymous
www.aa.org

Alcoholics Anonymous World Services, Inc.
475 Riverside Drive, 11th Floor, New York, NY 10115 / Telephone: (212) 870-3400

Please direct all communications to:
P.O. Box459
Grand Central Station
New York, NY 10163
Fax: (212) 870-3003

April 22, 2019

To: General Service Conference Delegates
Trustees of General Service Board, past and present
Directors of A.A. World Services, Inc., past and present
Directors of A.A. Grapevine, Inc., past and present
G.S.O. and Grapevine Staff Members, past and present
Appointed Committee Members of Trustees' Committees
Central and Intergroup Offices, U.S. and Canada

Re: **2019 Vacancies for Non Trustee Director on A.A. World Services Board**

Dear Friends,

The A.A. World Services, Inc. Board will have non trustee Director vacancies following the General Service Conference in May 2019, to replace rotating non trustee Directors. We are searching for appropriate individuals to fill these positions and would ask that you assist in sharing this information.

In seeking applications for all vacancies in Alcoholics Anonymous, the Fellowship is committed to creating a large applicant file of qualified persons which reflects the inclusiveness and diversity of A.A. itself.

The Board of Trustees has requested that the A.A.W.S. Board's recommendations be presented to the trustees' Committee on Nominating for review at its September 2019 meeting, if possible. Since resumes need to be screened and applicants interviewed by members of the A.A.W.S. Board in a timely fashion, the process must begin well in advance_

We plan to review resumes starting in July so that the A.A.W.S. Nominating Committee can schedule interviews in the late summer or early fall. We, therefore, ask that **completed and signed applications be submitted by June 30, 2019.**

Some of the qualities most desirable in the individuals who will fill the Corporate Board Director vacancies are:

1. Sound business or professional background in such areas as finance, management, publishing, legal or information technology, relevant to the work of A.A. World Services, Inc.
2. Leadership qualities and the ability to work within the committee structure and with others in a group conscience setting.
3. Activity in A.A. service.
4. A minimum of 7 years continuous sobriety in the A.A. program.

5. Availability to attend all regular meetings of the A.A. World Services Board (a total of up to eight per year), quarterly meetings of trustees' committees to which Corporate Board Directors are appointed, and the General Service Conference for one week each year. Additionally, Directors may be called upon to attend interim subcommittee or other meetings; and, occasionally to represent A.A.W.S. at other A.A. functions. Should an applicant be a past General Service Conference Delegate, a minimum of one year should have elapsed since his/her rotation as a delegate before applying for one of these positions. Therefore, Panel 67 Delegates will not be eligible for consideration for this openmg.

Enclosed is a resume form that should be completed by each applicant, who may also attach his/her professional resume. The signed application should be returned by June 30, 2019 to the General Service Office, attention Terri S, Secretary, to A.A. World Services, Inc., 475 Riverside Drive/ Suite 1100, New York, NY 10115, or via email to @aa.org. All resumes will be considered and all applicants will be advised when a candidate has been selected by the A.A. World Services Board and reviewed by the trustees' Committee on Nominating.
If you have any questions regarding this process, please contact Terri S by telephone at (212) 870-3123, or via email at: @aa.om:.

Yours in service,

Tom A
Chair
A.A.W.S. Nominating Committee

Enclosure: A.A. World Services Director Resume Sheet

Opening for AA Grapevine Nontrustee Director

AA Grapevine's Corporate Board has started its search to fill the vacancy for one nontrustee director, which will open following the 2020 General Service Conference. Interested A.A. members are encouraged to submit a résumé. Basic qualifications for this position are: a minimum of seven years of continuous sobriety with a working knowledge of the A.A. service structure and familiarity with *The A.A. Service Manual*; ability to work with others in a group conscience setting; experience serving on boards of directors (nonprofit experience is most helpful); knowledge of organizational strategic planning, problem-solving and implementation of change; experience with organizational management and finances; and familiarity and experience with publications media, including new communication technologies and methodologies. The time commitment required is significant and includes availability to attend four planning meetings of the AA Grapevine Board, as well as attendance at three General Service Board weekends, which include quarterly AA Grapevine Board meetings and meetings of trustees' committees (to which corporate board directors are appointed). Trustees' committees may also include conference calls between in-person meetings. In addition, directors attend the General Service Conference for one week in April and may be called upon to represent AA Grapevine at Regional Forums or other A.A. functions. In seeking applications for all vacancies in A.A., the Fellowship is committed to creating a large applicant file of qualified persons, which reflects the inclusiveness and diversity of Alcoholics Anonymous. Résumés should be sent to Janet Bryan, operations manager, AA Grapevine, Inc., by May 31, 2019.

Opening for A.A.W.S. Nontrustee Director

A.A. World Services, Inc. (A.A.W.S.) has started its search to fill the vacancy for one nontrustee director, which will open following the 2020 General Service Conference. Interested A.A. members are encouraged to submit a résumé. In seeking applications for all vacancies in Alcoholics Anonymous, the Fellowship is committed to creating a large applicant file of qualified persons, which reflects the inclusiveness and diversity of A.A. itself. Basic qualifications for this position are: a minimum of seven years of continuous sobriety; a sound business or professional background preferably in, but not limited to, the following areas — finance, management, publishing, legal, or information technology; the ability to work with others; availability to attend all regular meetings of the A.A.W.S. Board (currently, up to eight per year), three weekend meetings of trustees' committees (to which corporate board directors are appointed) and the Conference, for one week in April. In addition, directors may be called upon to attend subcommittee or other meetings and to represent A.A.W.S. at Regional Forums or other A.A. functions. Résumés should be sent to the A.A.W.S. Board secretary, at the General Service Office, no later than July 1, 2019.

Planning a Future Event?

To be included in the *Box 4-5-9* Calendar, information must be received at G.S.O. four months prior to the event. We list events of two or more days.

For your convenience and ours — please type or print the information to be listed on the Bulletin Board page, and mail to Editor: Box 459, Grand Central Station, New York, NY 10163 or literature@aa.org.

Date of event: from ______________ *to* ______________ *, 20* ________

Name of event: ______________________________

Location: ______________________________
CITY STATE OR PROVINCE

Address to list: ______________________________
P.O. BOX (OR NUMBER AND STREET)

____
CITY STATE OR PROVINCE ZIP CODE

Website or email: ______________________________
(NO PERSONAL EMAIL ADDRESSES)

Contact person: ______________________________
NAME PHONE # AND EMAIL

Report of the Subcommittee on Procedures in the Event of Disapproval of a Slate of Trustees or Directors January 24, 2012

At its July 30, 2011 meeting, the Trustees' Nominating Committee formed a subcommittee to consider the following 2011 Additional Consideration of the Conference Committee on Trustees:

> "The [Conference Committee on Trustees] requested that the trustees' Nominating Committee examine the impact of the Conference disapproving a recommended slate and bring a report back to the 2012 Conference Committee on Trustees."

The Subcommittee consisted of Rogelio Flores, George M and El N . George M served as chair of the Subcommittee and Warren S. as its Staff secretary. The Subcommittee reviewed the Certificates of Incorporation and the Bylaws of the General Service Board and of its two operating corporations, the Composition, Scope and Procedure of the Conference Committee on Trustees, and historical information prepared by the GSO Archives on the practice of presenting corporate board slates to the General Service Conference. The Subcommittee met twice by conference phone call and once in person.

<u>Background</u>

The requirement to present trustee nominees to the General Service Conference for a vote is contained in the Bylaws of the General Service Board, as follows:

> **Proposed new member trustees to the General Service Board shall be nominated by a nominating committee designated by the chair. No person shall become a member trustee of the General Service Board until all Conference delegates have been polled by mail or at an annual meeting of the Conference of Alcoholics Anonymous, as the Board of Trustees may determine. If a majority of the Conference delegates disapprove the election of such proposed member trustee, such person shall not be eligible as a member trustee, and the member trustees shall, unless there is a 100% vote of member trustees present at a meeting of members to the contrary, have no power to elect such person as a member trustee. If, however, a majority of the Conference delegates do not disapprove the election of such proposed member trustee, such person may be elected as a member and trustee of the General Service Board upon a vote of a majority of the member trustees at a meeting of the members.**

Notwithstanding the reference to "new" member trustees, the practice is long established to present the entire slate of trustees for the upcoming year to the General Service Conference. This is consistent with the fact that Trustees in fact only serve a one year term, and must be reelected each year. The rotation requirement of 4 years for Class B trustees and of 6 (or 9) years for Class A trustees serves merely to establish the number of years in which a person is eligible for reelection for an additional one year. As used in the above provision, "Conference delegates" refers to all voting members of the General Service Conference, not just to the Area delegates. To disapprove a proposed nominee, an absolute majority of the delegates (not simply a majority of those actually voting) is required. For example, if there are 132 delegates but only 124 vote, 67 (one greater than132/2) disapproving votes are required to disapprove a candidate, not just 63 (one greater than 124/2). Although the Bylaw provision suggests that each nominee should be voted on separately ("No person shall become a member trustee of the General Service Board until…"), it is established practice to present the entire 21 person slate of Trustee nominations to the General Service Conference for a single vote.

The Conference is limited to expressing disapproval of a nominee or nominees. It does not have authority to nominate a replacement for a nominee who has been disapproved, or to nominate an individual to fill a vacancy for which no nomination has been forwarded to the Conference. Vacancies on the General Service Board may be filled between Annual Meetings by action of the Trustees (with respect to the General Service Board), as can vacancies on an operating corporation board by action of the directors of the affected operating corporation.

The Members of the General Service Board convene the Annual Meeting of its Members immediately following the General Service Conference, at which time they elect the Trustees of the General Service Board to serve until the next annual Member Meeting. Meetings of the Members of each of the operating corporations are then held to elect their directors.

The practice of presenting the slate of director nominees for Alcoholics Anonymous World Services, Inc. and for Alcoholics Anonymous Grapevine, Inc. began in 1982. Votes of the Conference are taken in the same manner as the vote for the Trustee slate. The bylaws of neither of these operating corporations contain a provision requiring action of delegates on any nomination for a corporate director, and it is not clear why the practice of submitting the operating corporation board slates to the Conference was started. However, the practice is now firmly established and included as part of the Composition, Scope and Procedure of the Conference Committee on Trustees.

There has never been a slate disapproved by the General Service Conference, although there have been instances where concerns over the suitability of individual nominees have been expressed by a delegate or delegates prior to the vote.

Conclusions

A. General Service Board Trustee Slate

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Under New York law, a Trustee serves "…until the expiration of the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified." (Emphasis added)

If a majority of delegates cast a vote of disapproval on the slate of General Service Board Trustees, the effect is to alert the current Members of the General Service Board that there may be one or more persons on the slate who are disqualified from being elected to serve for the upcoming year pursuant to the General Service Board Bylaws. This means that the Members of the General Service Board will not be able to elect trustees to serve for the upcoming year until it determines which nominees are in fact eligible to serve and which are not. The currently serving Trustees will thus continue to serve until the matter is resolved.

The Trustees, acting as the Members of the General Service Board, have two alternatives in this circumstance. First, either during or after the Conference, they can poll the delegates on each individual nominee, thereby determining which nominees, if any, are in fact ineligible. At the Annual Meeting of the Members of the General Service Board following the Conference, they can then elect Trustees for the upcoming year consisting of those nominees who were not disapproved as a result of the individual polls. If an individual nominee is disapproved by the delegates, the Trustees can choose to leave the position vacant or can put forward a replacement nominee. The delegates would then need to be polled on the replacement nominee. If the delegates do not disapprove the replacement nominee, the Trustees could then proceed to elect him or her to fill the vacancy created by the ineligibility of the previous nominee.

The second alternative is for the Trustees to overrule the Conference disapproval and proceed to elect the slate as presented to the Conference. Under the General Service Board Bylaws, this can only be done by a unanimous vote of the Trustees. As a practical matter, such an outcome appears highly unlikely.

B. Operating Corporation Slate of Directors

The disapproval of an operating corporation slate of directors serves to notify the Trustees of the Conference's unhappiness with the slate, but has no legal effect on the authority of the Trustees to elect the directors of their choosing to serve on the operating corporation board. The disapproving vote of the Conference would have, as a practical matter, the effect of an Additional Consideration, i.e. a nonbinding request or statement to the Trustees.

The original placement of the operating corporation board slates on the Conference agenda appears to have been done as a courtesy to the Conference, and not as a reaction to any perceived problem with prior practice and not with the intent to limit the delegated authority of the General Service Board to choose the leadership of the operating corporations as set forth in Concept VIII. Not until several years after the practice started was it even given formal recognition by adding it to the Composition, Scope and Procedure of the Conference Trustees Committee. It now appears that the practice has the potential for causing misunderstanding and controversy without any corresponding benefit, suggesting that consideration should be given to discontinuing it.

2021 Conference Committee on Trustees

ITEM F.3.2 - "Overall Chairing of the Conference" – Concern 2 **-** Authority of Conference Committee on Trustees

Conference Process Observed at the 70th General Service Conference

2) The Conference Committee on Trustees submitted a slate for approval less the candidate in question. The Chair of the Conference ruled the recommendation out of order, stating that the committee had no such authority. This was wrong because "the Conference Committee on Trustees…does in fact have the authority as outlined in our Concepts, Service Manual, and the Scope and Procedure of the Conference Committee on Trustees. It was wrong in spirit because it unilaterally halted further Conference discussion on the matter...The Chair's ruling was ultimately challenged, which led to further necessary discussion."

CONFERENCE COMMITTEE ON TRUSTEES

Composition, Scope and Procedure

COMPOSITION

There are at least nine voting members of this committee and a non-voting secretary.

The new panel members will be selected by lot geographically in mid-December (at the time of the A.A.W.S. board meeting) in the presence of two trustees or members of the trustees' Committee on the General Service Conference.

The members of the committee will include:

Not more than five delegates from the previous year's panel
(they continue to serve on this committee for their second year),

and

Not more than five delegates from the current year's panel.

The new chairperson and alternate chairperson are elected by written ballot at the final committee meeting during the Conference session from the first-year panel members and take office immediately following the Conference.

SCOPE

1. Since the 1951 Conference, this committee has been mainly involved in the qualifications and procedures for election of Class B regional trustees and trustees-at-large. Members of this committee are part of the voting body and the chairperson of this committee co-chairs the election. The responsibility of this committee has evolved to include the qualifications and procedures for selection of Class A trustees, General Service trustees, corporate board directors, and appointed committee members.

2. The committee reviews the resumes of all newly-nominated Class A and Class B trustees of the General Service Board and nontrustee directors of the corporate boards (A.A.W.S. and the A.A. Grapevine). The committee reviews the slates of members and officers of the General Service Board and the slates of corporate board directors, before the Conference meeting, and expresses disapproval, if any.

3. The chairperson of this committee presents the slate of members and officers of the General Service Board, and the slates of corporate board directors (A.A.W.S. and the A.A. Grapevine), to the entire Conference for disapproval, if any, before election at the annual meeting of the members of the General Service Board following the Conference.

(Continued)

4. The committee reviews resumes of appointed committee members recommended to serve on trustees' committees, i.e., Cooperation With the Professional Community/Treatment/ Accessibilities, Corrections, Literature, and Public Information.

5. If any unexpired term of a Class A or General Service trustee must be filled between Conferences, the nominee's resume is sent to the committee members for review – prior to a mail poll of all Conference delegates for disapproval, if any.

6. The committee approves the geographical areas which constitute the present eight regions—six in the United States, two in Canada—and the procedures for electing trustee candidates submitted for an eligible region.

PROCEDURE

1. To meet as a committee during the annual meeting of the General Service Conference.

2. To meet jointly at least once with the Trustees' Nominating Committee during the annual Conference meeting.

3. To make recommendations, reached in committee by majority vote, to the entire Conference.

4. To present these recommendations to the Conference for approval, disapproval or amendment in a report given by the committee chairperson.

5. To maintain correspondence with committee secretary and other committee members during the year.

6. To have the Conference Committee chairperson maintain consistent contact with the chairperson of the Trustees' Nominating Committee.

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2021 Conference Committee on Trustees

ITEM F.3.3 - "Overall Chairing of the Conference" – Concern 3 **-**participation time limited

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Conference Process Observed at the 70th General Service Conference

3) Throughout the Conference, "…delegates were cutoff and deliberations were halted before an informed group conscience decision could be reached. Staff was virtually unheard. There is some indication that at least at one GSC session, staff members were told not to participate."

Please refer to the following memo:

Memo

February 17, 2021

To: Michele Grinberg, Chair, General Service Board

Cc: Trustees, General Service Board

From: David N., General Service Trustee

Re: Staff Participation at the 70th General Service Conference

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A poll was taken of the trustees that participated in the 70th General Service Conference.

All of the twenty-one trustees stated that they heard no reports of staff being asked to limit or silence their participation during that Conference. Several stated that they would have immediately brought such a report forward had they received same.

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2021 Conference Committee on Trustees

ITEM F.3.4 - "Failure to Observe the Will of the General Service Conference" – concern 4 - Rules of GSC

Conference Process Observed at the 70th General Service Conference

4) At the 70th GSC, procedures were changed and "Floor Actions could either be quashed or tabled to a future Trustee Committee meeting." "The GSC is an entity which sets its own rules, and has the right to approve, disapprove, or alter any procedural rules it wishes."

Background note:

4.1 An email from the Conference Coordinator sharing on the process for Conference Members to accept the rules of the 70th General Service Conference.

4.2 A Working Agenda used to read the rules of the 70th General Service Conference to the Conference members, for their approval.

4.3 "How the Conference Operates" document - revised for the 70th GSC.

From: Sent:	Conference
To:	Monday, February 8, 2021 8:09 AM
Cc: Subject:	David N
Attachments:	Nominating
	RE: 70th GSC - request for information
	2020 Working Agenda - FINAL 5-15-20.docx; 2020 Working Agenda - UPDATE 5-18-20.docx; 2020 _How_Conference_Operates (English).pdf; 2020_How_Conference_Operates (French).pdf; 2020 _How_Conference_Operates (Spanish).pdf; Guidelines for Reducing Conf Comm Agendas - 4-22-20 Final (English).docx; Guidelines for Reducing Conf Comm Agendas - 4-22-20 Final (French).docx; Guidelines for Reducing Conf Comm Agendas - 4-22-20 Final (Spanish).docx; 2020 - 04-01 TCGSC Meeting Notes.docx; 2020_How_Conference_Operates (English).pdf

Hello David,

The Working Agenda script's 5/15/20 and the updated 5/18/20 where used for the four-day abbreviated 70th G.S.C.

During the Saturday, May 16, 2020 opening session one of our Chairs of the G.S.C., Greg T., used the 5/15/20 script. On Monday, May 18, 2020, prior to beginning Committee Reports and Discussion is when the "How the Conference Operates" was reviewed and agreed to by a show of virtual hands. We used electronic voting processes for the trustee elections, voting on committee recommendations and consensus polling throughout the 70th G.S.C. This is all built into the scripts.

Conference members agreed to the processes that were outlined in these documents.

Everyone was provided the revised, 2020 version of "How the Conference Operates." This document was updated to include the updated Floor Action process that would be used during the 70th Virtual G.S.C.

Conference members provided consensus on things such as, *"Now, we will ask Conference members to take a poll by selecting YES to indicate your agreement to the presence of these individuals as described. Will our Zoom Operator please launch the poll for this list of employees and consultants?"*

Conference members agreed to the following, *"Now, we will ask Conference members to take a poll by selecting YES to indicate your agreement that we will conduct our Conference business according to "How the Conference Operates"? Will our Zoom Operator please launch the How the Conference Operates poll?"*

Conference members participated in the Conference Committee Agenda Reduction meetings. The guidelines were developed by the TGSCC.

There were five "special" meetings of the trustees' General Service Conference committee in March and April of 2020.

The attached minutes from the April 1, 2020, meeting details the attendance of the Delegate Chair and the three Delegate Conference Committee Chairs that were invited. Conference Committee on

Agenda, Conference Committee on Report and Charter and Conference Committee on Policy/Admissions. (Ray Mc., Steve S., Dan G., and Barb C.)

Best Regards,

MONDAY AFTERNOON

Virtual Conference

1 – 1:15 p.m.	All: Sign into virtual general session
1:15 to 1:45 p.m.	On the dais: Greg T., Brian T., Patrick C. and Nay Williams
GREG:	*Introduce yourself and welcome all,*
GREG:	*I would like introduce Brian T., Chicago Illinois, who will open the session. Brian, I invite you to raise your virtual hand in the manage participant control function. You will be unmuted by a designated Zoom Operator and spotlighted so you can share your Opening Reading.* *Thank Brian.*
GREG:	I have a few upfront announcements: 1. We will be referring to the 2020 Conference Manual, specifically, the *"How The Conference Operates"* document, as we prepare to begin Committee Reports and Discussion, therefore it is suggested for Conference Members to have this document open for easy access (Tab 3, p.5) 2. A message to our observers (non-voting participants) at the 70th General Service Conference. Conference members

	will use the polling feature in Zoom to vote. As you know, observers are not voting members of the General Service Conference. To ensure that observers will not participate in the voting at the Conference, all observers are being given the status of "co-host" in Zoom. Co-hosts do not have the ability to participate in polls/votes. Although observers will be given co-host status, we ask that you not perform any co-host functions. There is a trained tech team who will handle these responsibilities. As an observer, you should be watching and listening to the Conference only. If you are asked to address the Conference to answer a question, a Zoom Operator will unmute you. Some of the functions that we are asking you NOT to use are: a. Unmuting yourself b. Using poll commands (launching, ending, or displaying the results of a poll) c. Spotlighting participants on the call d. Sharing your screen e. Granting admission into the Zoom room There are designated Zoom Operators in the Conference who will perform these functions, as necessary. This will

	ensure that the virtual Conference runs as smoothly as possible. Thank you for your support.
GREG:	Special note: We will perform another test voting poll as soon as we have completed our review of Conference Procedures.

CONFERENCE PROCEDURES

GREG:	Before we get into “How the Conference Operates,” here are a couple reminders today: 1. Personal devices such as smart phones etc. are not to be used during Conference sessions for communication with others outside the Conference about Conference business, such as voting results on individual Committee recommendations. 2. Conference Committee reports posted to Conference Dashboard for deliberation should not be shared till after Conference. 3. Conference members whose primary language is English will have one-minute for sharing. 4. Conference members who speak English as a second language or use an interpreter to communicate in English will have two-minutes for sharing. The presiding chairs will

	need to have some discretion to manage questions for committee chairs.
GREG:	Before raising your virtual hand or when you are waiting at the virtual mike to speak, listen carefully. Your point may have been made by a previous speaker, and there will be no need for it to be repeated. *Also, you do not want the chair to interrupt you to note that you are repeating and ask you to virtually "sit down!"* Thank you for your attention to this as it will help focus discussions and keep us on schedule. To encourage the broadest participation, previous Conferences have agreed that no one speak for a second time, until all who wish to have been heard from once, and that no one speak more than twice on the same subject.

HOW THE CONFERENCE OPERATES

GREG:	**Conference Procedures** Now if you will please refer to "How the Conference Operates", a special note for this year is an updated version of this document has been created to address how Floor Actions will be managed at the 70th Virtual General Service Conference. Our Conference procedures have a long and successful history that has allowed our Conference body to conduct business – always within the spirit of love and service and the A.A. Traditions. Our procedures follow Roberts Rules of Order with

	some exceptions that make it possible for the Conference to function, while respecting the rights of its members, majority, minority, individuals, and all these collectively.
GREG:	**Committee System** Committee reports have been distributed to all Conference via posting to the Conference Dashboard along with the schedule detailing the order in which the committee reports will be presented. We will perform the following process for this year's virtual Conference: 1. Each committee is allotted 45 mins for report and discussion, any committee that finished early will yield that time back to the Conference so it may be used elsewhere. The presiding chair will manage this time with the full Conference. 2. If any Committee Report debate goes beyond the committee's allotted time the chair will recommit the item(s) back to the appropriate Conference committee of the 71st General Service Conference. 3. Committee Reports will not be read in their entirety – only the committee recommendations.

	4. The Conference Committee Chair will be called on deck, unmuted by a designated Zoom Operator and spotlighted so they can read the opening report statement to identity the Committee into the Archival recording. 5. For committee reports with recommendations the committee chair read each recommendation. The presiding Chair of the Conference will dispense with it via the committee process and a poll vote. The committee chair will read the second recommendation, the presiding Chair will dispense with it and so forth. In this regard, we are reading the recommendations and ensuing discussions/debate into the record. For these reports, if there is any time left after the recommendations have been handled, the presiding Chair will ask if anyone has any questions for the Committee Chair on the Committee Considerations. 6. For committee reports with NO recommendations, we will not read the Committee Considerations; but use the 45 minutes allotted for the presiding Chair to ask if anyone has questions for the Committee Chair on the Committee Considerations. 7. The items being moved forward to the 71st GSC will not need to be read into the record. You have been provided a list of these, and they will be noted in the Conference *Final Report.*

GREG:	*Conference Advisory Actions* will come from among "recommendations" made by Conference committees through committee reports. Recommendations of Conference committees are automatically motions that have been made and seconded. The entire Conference may vote on a recommendation immediately, discuss the recommendation, and then vote, or even request an amendment to the recommendation, and then vote. A reminder that Conference members are encouraged to trust the committee process. Each committee will carefully consider the items on their agenda.
GREG:	To become a *Conference Advisory Action* a recommendation must achieve substantial unanimity (a 2/3 majority) which is an affirmative vote of two-thirds of the Conference members voting. Voting on recommendations will be done electronically this year using the Zoom poll feature with yes or no votes. During committee reports, we will use the Zoom share screen function to display the recommendation up for vote.
GREG:	Amendments While we hope to discourage wordsmithing, a motion to amend a recommendation should be made by a member using the Point of Information/Clarification/Order process. Member(s) will use the Zoom chat feature to indicate to a designated Point Zoom

	Operator who will then communicate to the chair for recognition of the member. The member will be recognized and unmuted to state their proposed amendment. The chair will ask for a second. Another member will use the same process to be recognized and unmuted to state that they second the motion. During committee reports, we will use the Zoom share screen function if an amendment is made to a motion. We will display the proposed amendments on the screen, and if the amendment passes, we will show the amended recommendation. We hope this will avoid confusion by allowing all of us to see any amendments in writing. The use of so-called friendly amendments in recent Conferences has been somewhat problematic. To help us focus on the committee's intent, friendly amendments will not be encouraged at this Conference.
GREG:	<u>Minority Opinion/Voice</u> After a vote has been taken on a matter of policy, the chair will ask if someone from the minority would like to speak to their position. If you wish to speak to the minority, please raise your virtual hand to line up at the virtual mike. We will ask if all members who have their hand raised who are not speaking to the minority opinion will lower their hands to clear the queue. A Zoom Operator will recognize the Conference members on deck to speak, call on and unmute them, allowing them to share.

	You are encouraged to speak to an issue during initial debate rather than waiting to speak as a minority voice by use of the minority opinion. When speaking to the minority, please limit yourself to ideas that were not expressed during the original debate.
GREG:	Reconsideration A Motion to Reconsider a vote must be made by a member who voted with the prevailing side, but it can be seconded by anyone. Unlike the Minority Opinion/Voice, the chair will NOT ask if someone would like to make a motion to reconsider. A reconsideration should be made by a member using the Point of Information/Clarification/Order process. Member(s) will use the Zoom chat feature to indicate to a designated Point Zoom Operator who will then communicate to the chair for recognition of the member. The member will be recognized and unmuted to state their motion to reconsider. The chair will ask for a second. Another member will use the same process to be recognized and unmuted to state that they second the motion. It is not debatable and requires only a simple majority vote. If the recommendation received a majority vote, but failed to pass for lack of a two-thirds vote, the majority may speak to their position, and the Motion to Reconsider must be made by someone who voted against the recommendation – in this case,

	someone who voted against the recommendation would be on the prevailing side. No action may be reconsidered twice.
GREG:	<u>Recommitting an Item</u> A motion to recommit a recommendation moves the item to an appropriate trustees' committee or corporate board for further consideration. This allows an item on which there seems to be a desire for action, but no clear consensus from the Conference on how to proceed. If you wish to <u>make a motion to recommit a recommendation</u>, should be made by a member using the Point of Information/Clarification/Order process. It requires a second, is debatable and requires a Two-thirds vote.
GREG:	<u>Calling the Question</u> When <u>Calling the Question</u>, there can be no prior discussion or remarks. When you are recognized and unmuted in order at the virtual microphone, simply state to the Chairperson, "I would like to call the question."
GREG:	<u>Floor Actions</u> It is possible for a Conference action to come from the floor, but any matter which falls within the scope of a Conference

	committee ought first to go through that Conference committee, so that the topic may receive due consideration. <u>Floor Actions</u> may be introduced by any Conference member at any time during the Conference except at the one scheduled Sharing Sessions (Sunday afternoon). Also, please wait until debate has concluded on an issue before trying to introduce a floor action pertaining to that issue. Any floor action regarding a piece of committee business that has not yet been concluded will be considered out of order. It would be most helpful if you would bring a floor action as the first piece of business at the start of a general session. It should be made by a member using the Point of Information/Clarification/Order process. Member(s) will use the Zoom chat feature to indicate to a designated Point Zoom Operator who will then communicate to the chair for recognition of the member. The member will be recognized and unmuted to state their Floor Action. Then simply read the proposed motion to the Conference without elaboration. At that time, the motion must be seconded to go forward using the Point of Information/Clarification/Order process. As a reminder, a proposed Floor Action must be submitted in writing by the maker to the Conference secretary. Please include your name and area number on the written submission and email it directly to Nay Williams, the Conference Staff Assistant, at conferencesa@aa.org.

GREG:	Due to concerns about the time constraint limitations regarding the amount of business that can be managed during the 70th Virtual General Service Conference there is an update to the Floor Actions process this year as follows: *The trustees' Committee on the General Service Conference approved a motion to allow Floor Actions during a specified period at the end of the Conference and that each will be considered for a vote to decline. If it is not declined it will automatically be forwarded to the Trustees Committee on the General Service Conference for consideration.* Discussion on floor actions will be deferred until all committee reports have been completed. At that time, each maker will be recognized and unmuted and has two (2) minutes to state the rationale behind the action. Then the chair will ask if there is a motion that the Conference declines to consider the floor action. The motion to decline to consider must be made by a member using the Point of Information/Clarification/Order process. The motion to decline a floor action must be made without comment, is not debatable and requires a 2/3 majority. The chair will ask that a Zoom poll will be launched so a vote can be taken by the Conference members. A "yes" vote means that the Conference will not hear the Floor action.

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	A "no" Vote means that the Conference will automatically forward the Floor action to the Trustees Committee on the General Service Conference for consideration. *Motion passes: Floor Action is not heard.* *Motion fails: Conference will forward the Floor action to TCGSC for consideration.*
GREG:	Summary of Conference Procedures On the back of the "How the Conference Operates" sheet, you will see a summary of Conference Procedures. This handy chart indicates the types of motions that the Conference uses, and how they work.
	Now, we will ask Conference members to take a poll by selecting YES to indicate your agreement that we will conduct our Conference business according to "How the Conference Operates"? Will our Zoom Operator please launch the How the Conference Operates poll?

GREG:	Stress that--THE BULK OF THE CONFERENCE WORK GETS DONE in committees. They are small and confined to topics to allow for consideration of subjects on behalf of the Conference as a whole. Trust the committee system.

	Each committee has prepared to make the most of the time available this year through participation in Conference Committee Agenda Reduction meetings. A reminder of our time constraints this year: ◦ Committee Report and Discussion is *9.5 to 10 hours total* or *an average of 45 minutes per committee*.
GREG:	Now that I have your undivided attention, lets perform a test poll vote to show you how the process will work. This will also allow us to confirm all voting Conference Members can participate and cast their vote. To test, in a moment I will ask our Zoom Operator to launch a poll. All Conference members should see the poll pop up in the Zoom window for each to read, cast and submit their vote. You will be given one minute to complete the poll. An assigned Zoom Operator will provide a verbal time notification when poll is closing. For this test poll the chair will read the question for the archival recording and for the simultaneous interpretation. Once the poll is closed the voting results will be provided by the assigned Zoom Operator to Patrick C., our Conference Coordinator. He will verbally share the results detailing how many votes each selection received. Once he states the numbers, he will ask the Zoom Operator to share the poll results

	on screen. Everyone will see the total percentage of votes each selection received. Reminder, all non-voting observers will not be able to participate in the poll. Will our Zoom Operator please launch the test poll? *Note: Relaunch if needed.* Thank you all for participating in the poll voting process.
1:45 – 3 p.m.	Committee Reports and Discussion begin. ***Do all Conference Members have access to the Committee Reports via the Conference Dashboard?***
GREG:	Starting this afternoon and Tuesday, we will be hearing individual committee reports. <u>*We have*</u> distributed a packet with the committee reports, and list of the order of committee reports. We will perform the following process for this year's virtual Conference:

GREG:	Before we get started, does everyone have copies of the committee reports? REFER TO THE COMMITTEE REPORT SCHEDULE: Now, I would like to call FIRST Committee chair of the Conference Committee to give the committee's report. (STATE CHAIR'S NAME), I invite you to raise your virtual hand in the participant window. You will be unmuted by a designated Zoom Operator and spotlighted so you can share your Committee Report opening statement. Re-read each recommendation only. If no recommendations, then ask for questions on committee considerations. Participants will raise their virtual hands to be called on to ask questions.
3 – 4 p.m.	Break: stay signed into virtual general session

MONDAY AFTERNOON/EVENING

4 – 5:30 p.m.	COMMITTEE REPORTS AND DISCUSSION On dais: Michele Grinberg, Patrick C., Nay Williams, current Conference committee chair

MICHELE:	A reminder that we have limited time with our work this week. When there is discussion on the floor, please be mindful not to repeat points that other Conference members have already made. Out of respect for the work before us, we will be interrupting you when this happens.
5:30 – 6 p.m.	Break: stay signed into virtual general session
6 – 7:15 p.m.	COMMITTEE REPORTS AND DISCUSSION On dais: Greg T., Patrick C., Nay Williams, current Conference committee chair
GREG:	A reminder that we have limited time with our work this week. When there is discussion on the floor, please be mindful not to repeat points that other Conference members have already made. Out of respect for the work before us, we will be interrupting you when this happens.
7:15 – 7:30 p.m.	Break: stay signed into virtual general session
7:30 – 8:30 p.m.	COMMITTEE REPORTS AND DISCUSSION On dais: Greg T., Patrick C., Nay Williams, current Conference committee chair

	At the end of the session invite Patrick C. up for any Announcements and Lori C. from Central Michigan to close the session.
PATRICK:	Please take time this evening to fill out the conference Evaluation. We will be hosting a Virtual Ice Cream Social and D.J. Dance Party starting right after this meeting. When we start at 1 p.m. (EDT) tomorrow, would the following please be on the virtual dais? Michele Grinberg, Thomas S., Southern California, and (current committee chair).
GREG:	*I would like introduce Lori C. from Central Michigan, who will close the session. Lori, I invite you to raise your virtual hand in the manage participant control function. You will be unmuted by a designated Zoom Operator and spotlighted so you can share your Opening Reading.* *Thank Lori*
8:30 – 9 p.m.	Virtual Ice Cream Social and D.J. Dance Party

TUESDAY AFTERNOON

Virtual Conference

1 – 1:15 p.m.	All: Sign into virtual general session
1:15 p.m.	On the dais: Michele Grinberg, Thomas S., Patrick C. and Nay Williams and current committee chair.
MICHELE:	*I would like introduce Thomas S., Southern California, who will open the session. Thomas, I invite you to raise your virtual hand in the manage participant control function. You will be unmuted by a designated Zoom Operator and spotlighted so you can share your Opening Reading.* *Thank Thomas.*
1:15 – 3 p.m.	COMMITTEE REPORTS AND DISCUSSION
MICHELE:	A reminder that we have limited time with our work this week. When at the virtual mike, please be mindful not to repeat points that other Conference members have already made. Out of respect for the work before us, we will be interrupting you when this happens. Re-read each recommendation only.
3 – 4 p.m.	Break: stay signed into virtual general session

TUESDAY AFTERNOON/EVENING

Virtual Conference

4 – 5:30 p.m.	COMMITTEE REPORTS AND DISCUSSION On dais: Greg T., Patrick C., Nay Williams, current Conference committee chair
GREG:	A reminder that we have limited time with our work this week. When at the virtual mike, please be mindful not to repeat points that other Conference members have already made. Out of respect for the work before us, we will be interrupting you when this happens. Re-read each recommendation only.
5:30 – 6 p.m.	Break: stay signed into virtual general session
6 – 7:15 p.m.	COMMITTEE REPORTS AND DISCUSSION AND FLOOR ACTIONS On dais: Greg T., Patrick C., Nay Williams, current Conference committee chair
GREG or MICHELE:	Decide if and how you want to take turns here depending on how long it is running. If there are Floor Actions refer to the “How the Conference Operates” to share with the Conference members how the Floor

	Action process works. (See Conference Manual Rosters and General Data Tab page 7.)
GREG / MICHELE:	<u>FLOOR ACTIONS</u>
GREG / MICHELE:	Due to concerns about the time constraint limitations regarding the amount of business that can be managed during the 70th Virtual General Service Conference there is an update to the Floor Actions process this year as follows: *The trustees' Committee on the General Service Conference approved a motion to allow Floor Actions during a specified period at the end of the Conference and that each will be considered for a vote to decline. If it is not declined it will automatically be forwarded to the Trustees Committee on the General Service Conference for consideration.* Discussion on floor actions will be deferred until all committee reports have been completed. At that time, each maker will be recognized and unmuted and has 2 minutes to state the rationale behind the action. Then the chair will ask if there is a motion that the Conference declines to consider the floor action. The motion to decline to consider must be made by a member using the Point of Information/Clarification/Order process. The motion to decline a floor action must be made without comment, is not debatable and

	requires a 2/3 majority. The chair will ask that a Zoom poll will be launched so a vote can be taken by the Conference members. A "yes" vote means that the Conference will not hear the Floor action. A "no" Vote means that the Conference will automatically forward the Floor action to the Trustees Committee on the General Service Conference for consideration. *Motion passes: Floor Action is not heard.* *Motion fails: Conference will forward the Floor action to TCGSC for consideration.*
GREG / MICHELE:	*Ask Patrick for any announcements.*

7:15 – 7:30 p.m.	MICHELE'S CLOSING REMARKS
GREG:	*Ask Michele to come to the virtual microphone to make her closing remarks about the 70th Virtual General Service Conference.* *Recognize our Rotating Trustees for their service.*
MICHELE:	*Michele provides her closing remarks.*

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GREG:	*When Michele has completed her remarks, ask Patrick for final announcements.*
PATRICK:	Please take some time to fill out the Evaluation Forms. The last evaluation forms are seeking your thoughts on today's sessions as well as overall experience and improvements for next year. *GREG: Call on Ray McC. for the virtual polling/drawing of the name of a Panel 69 delegate to receive the theme banner.* *DO THE HAT SPREADSHEET – PATRICK/RICK* The banner may be mailed to the selected delegate!
GREG:	The dates for the 2021 General Service Conference are April 18-24, 2021. The Conference will take place at the Brooklyn Bridge Marriott Hotel.
GREG:	Provide information on when the General Service Board meeting and Corporate Board meetings will be held.
GREG:	*Ask Jane E., Alain G. and Shirley P. to close this session with the Serenity Prayer in French, Spanish, and English.* *Ask each one to lead the Serenity Prayer individually. Then ask all Conference members to join us in saying the Serenity Prayer together.*
7:30 p.m.	*ADJOURN*

How the Conference Operates

Generally speaking, the General Service Conference follows *Robert's Rules of Order,* and proceeds on as informal a basis as possible consistent with the rights of all concerned. It is important to remember that the purpose of rules of order is to make it easier for the Conference to conduct its business; rules exist to allow the Conference to do what it needs to do to carry out the will of the Fellowship by reaching an informed group conscience. Over the years the Conference has adopted some exceptions to *Robert's Rules,* which help it to proceed more closely in accord with the spirit of A.A. Tradition.

Conference Quorum

A Conference quorum — two-thirds of all registered members — is required to conduct Conference business.

Committee System

To the extent possible, important matters to come before the Conference will be handled via the "Committee system." This assures that a large number of questions can be dealt with during Conference week. Members are encouraged to trust the process. Each Committee has considered carefully the items before it and presents its recommendations to the Conference as a whole for acceptance or rejection. Recommendations of Conference committees are automatically motions that have been made and seconded. Members are asked to refrain from spontaneously amending the work of the Committee; there are no "friendly" amendments under Robert's Rules.

Substantial Unanimity

All matters of policy (Conference Advisory Actions) require substantial unanimity, that is, *a two-thirds majority*. Any actions, including amendments, that affect an Advisory Action, or motions that might result in such an action, also require a *two-thirds majority*. Because the number of members present in the hall during the week of Conference varies from time to time, the phrase "two-thirds majority" is taken to mean two-thirds vote of the Conference members voting, as long as the total vote constitutes a Conference quorum.

Minority Opinion

After each vote on a matter of policy, the side which did not prevail will always be given an opportunity to speak to their position. If the motion passes with two-thirds vote, the minority may speak. If the motion receives a majority vote, but fails to pass for lack of a two-thirds vote, the majority may speak.

Remember that saving "minority opinions" for after the vote, when there is no rebuttal, is a time-waster, for it can force the Conference body to reconsider a question that might well have been decided the first time around if it had been thoroughly examined from all sides.

General Rules of Debate and Voting

(Agreed to at the beginning of each Conference)

- People who wish to speak line up at the microphones and address their comments to the chair.
- Each person may speak for two (2) minutes.
- No one may speak for a second time on a topic until all who wish to have spoken for the first time.
- *Full* discussion of a recommendation should take place before each vote.
- Everyone is entitled to express his or her opinion. However, if your perspective has already been stated by someone else, it is not necessary to go to the mike and say it again.
- Our experience is that premature actions such as amending motions early in the discussion or hastily calling the question can divert attention from the subject at hand, confusing and/or delaying Conference business.

Motions Made During Conference

When making a motion, come to the microphone and address the chair. There are various types of motions we use to help reach an informed group conscience. The specific rules governing each are on the next page.

Tabling a Motion

Tabling a motion postpones discussion to a later time during the same Conference.

Motion to Recommit

The motion to recommit returns a motion or proposal to the respective trustees' committee or appropriate corporate board for further consideration. A motion to recommit must be seconded, is debatable and can be amended.

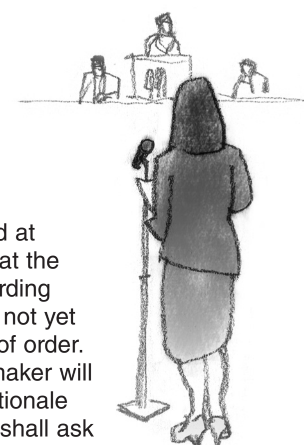
Calling the Question

Calling the question brings debate to a halt while Conference members decide whether to proceed directly to a vote (the question) or go on with the debate.

Reconsideration

A motion to reconsider a vote may be made only by a member who voted with the prevailing side, but it can be seconded by anyone. If the majority votes to reconsider, full debate, pro and cons, is resumed.

Floor Actions



It is possible for a Conference action to come from the floor, but any matter which falls within the scope of a Conference committee ought first go through that Conference committee, so that the topic may receive due consideration. Floor actions may be introduced at any time during the Conference except at the Sharing Sessions. Any floor action regarding a piece of committee business that has not yet been concluded will be considered out of order. When a floor action is to be heard, its maker will be given two (2) minutes to state the rationale behind the action, after which the chair shall ask if there is a motion that the Conference decline to consider the floor action.

Due to concerns about the time constraint limitations regarding the amount of business that can be managed during the 70th Virtual General Service Conference there is an update to the Floor Actions process this year as follows:

The trustees' Committee on the General Service Conference approved a motion to allow **Floor Actions** during a specified period of time at the end of the Conference and that each will be considered for a vote to decline. If it is not declined it will automatically be forwarded to the Trustees Committee on the General Service Conference for consideration.

Declining to Consider a Floor Action

A motion to decline to consider a floor action is made without comment.

Summary of Conference Procedures

Remember:

- Motions must be made in order at the microphone.
- Address motions to the chair.

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MOTION		Requires a "Second"?	Is Debatable?	Vote Required for Approval	Minority Voice Heard?
Committee Recommendation	Presented in the committee report.	Automatically seconded	YES	Two-thirds	YES
Amending a Motion	A motion on the floor is owned by the entire Conference body, no longer by the Committee which recommended it. The committee is not asked to vote on the motion to amend; any motion to amend a main motion depends on the approval of the Conference.	YES	YES	Two-thirds	YES
Tabling a Motion	Made without comment.	YES	NO	Simple Majority	NO
Moving to Recommit	Made without comment.	YES	YES	Two-thirds	NO
Calling the Question	Made without comment.	YES	NO	Two-thirds	NO
Reconsidering a Vote	May only be made by a member who voted with the prevailing side. No action may be reconsidered twice.	YES May be seconded by either side.	NO	Simple Majority	NO
Making a Floor Action	Made without comment. Introduced any time during the Conference except at the Sharing Sessions. Is submitted in writing by the maker to the Conference secretary.	YES	YES	Two-thirds	YES
Declining to Consider a Floor Action	Made without comment. May be made after the maker of a floor action is provided time to state the rationale for it.	YES	NO	Two-thirds	NO

2021 Conference Committee on Trustees

ITEM F.3.5 - "Failure to Observe the Will of the General Service Conference" – concern 5 - Google Grant Ad Words

Conference Process Observed at the 70th General Service Conference

5) A floor action to halt the implementation of Google AdWords was not quashed, but the Board implemented Google Ad Words without notifying Conference members until after the fact.

Background Note:

Please refer to the following documents:

3.5.1 Advisory Actions from 2019 Final Conference Report related to Google Ad Words

3.5.2 Minutes from August 2020 PI Committee meeting (with section on Google Ad Words highlighted)

3.5.3 Minutes from January 2021 PI Committee meeting (with section on Google Ad Words highlighted)

3.5.4 Copy of Google Ad Words report forwarded to Conference Finance Committee

3.5.5 Copy of AAWS Highlights from August 2020

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3.5.1 Advisory Actions from 2019 Final Conference Report related to Google Ad Words

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(page 34, "69th General Service Conference Final Report")

Sobriety is maintained through sharing experience, strength and hope at group meetings and through the **Twelve Steps of Alcoholics Anonymous, which are suggested as a program of recovery.**

23 A progress report on the usefulness and effectiveness of the A.A.W.S. YouTube channel be brought back to the 2020 Conference Committee on Public Information.

24 All current video PSA titles be updated for search optimization purposes.

25 A.A. World Services, Inc. and AA Grapevine, Inc. apply for "LegitScript" certification to qualify for Google Ad Words/Grants.

26 A.A. World Services, Inc. apply for Google AdWords/Grants, for the purpose of providing information about A.A. to the public.

27 A.A. World Services, Inc. implement Google AdWords/Grants for the purpose of providing information about A.A. to the public and that a report be brought back to the 2020 Conference Committee on Public Information.

REPORT AND CHARTER

No recommendations.

TREATMENT AND ACCESSIBILITIES

It was recommended that:

28 Ashley's story (an A.A. member who is Deaf) be added

CSA, FACHE

Class I

Thomas A.
Cathy B.
Carole B.
Beau B.
James D.
Mark E.
Kathi F.

32 The following slate of office
Board be elected at the annua
of the General Service Board
sentation at the 2019 Gener
disapproval if any:

Chairperson
First vice-chairperson
Second vice-chairperson
Treasurer
Secretary
Assistant treasurer
Assistant secretary

**G.S.O. employees*

33 The following slate of directo
meeting of the members of
Corporate Board in May 20
at the 2019 General Service C
if any:

Beau B.

Trustees' Public Information Committee
Saturday, August 1, 2020

The trustees' Public Information Committee met by videoconference on Saturday, August 1, 2020 at 1:00 p.m.

Present were: Trish LaN., chairperson; Cathy B., Allison C., Christine Carpenter, Josh E., Ino F., Tommi H., Deborah K., Shari M., Racy J., secretary.

Also present: Beau B., Clement C., Julie Gonzalez, Michele Grinberg, Nancy McCarthy, Kalilah Prendergast, Steve S., and Bob W..

Chair's remarks: The chair warmly welcomed all present.

Appointment of Vice-Chair: The chair appointed Christine Carpenter vice-chair.

Minutes: The minutes of the February 1, 2020 meeting were approved as submitted.

Communication Services Department Report: The committee accepted the Communication Services department report.

Staff Report: The committee accepted the report as submitted, noting the staff secretary's suggestion that the development of an EPK (Electronic Press Kit) be explored.

Composition, Scope and Procedure: The committee reviewed their Composition, Scope and Procedure and made no changes.

2020 Conference Committee on P.I. Advisory Actions, Committee Considerations and Floor Actions: The committee reviewed the list of 2020 Conference Committee on Public Information's Advisory Actions, Committee Considerations and Floor Actions pertaining to the committee.

Search Engine Optimization (SEO): The committee reviewed and accepted the report on the implementation of changes to A.A.W.S. video titles for SEO purposes.

Google AdWords/Grants: The committee reviewed the 70th General Service Conference floor action that "the launch of Google AdWords/Grants by the General Service Office be halted until the 71st General Service Conference convenes and approves that launch and the 'Ad Hoc Committee Progress Report -- Google Grants and the 7th Tradition,' from the trustees' Finance Committee, dated March 30, 2020, be immediately released to all members of the 70th General Service Conference."

The committee tabled this discussion to their next meeting pending receipt of a possible final report from the trustees' Finance and Budgetary Committee.

The committee requested that in keeping with the 2019 Advisory Actions stating "A.A. World Services, Inc. apply for Google AdWords/Grants, for the purpose of providing information about A.A. to the public" and "A.A. World Services, Inc. implement Google AdWords/Grants for the purpose of providing information about A.A. to the public…" a progress report be brought back to the October meeting on the continued Google AdWords/Grants implementation.

The committee also reviewed a letter from an A.A. member regarding concerns pertaining to Tradition Seven and Google as an avenue to advertise about A.A. The committee requested that the staff secretary compose and send a letter of appreciation to the writer for her sharing.

Public Service Announcements (PSAs): The committee reviewed the current video PSAs and found them to be relevant and useful.

The committee noted that the audio PSAs and the video PSA "La sobriedad en A.A.: Desde que logré mi sobriedad, tengo esperanza" tagline (English, French and Spanish) should be updated with minor edits and that this be budgeted for 2021. This is seen as a top priority. The committee **agreed to forward** to the 2021 Conference Committee on Public Information the 2020 report on the Relevance and Usefulness of Video PSAs.

Development of two new PSAs: In keeping with a 2019 Advisory Action the committee reviewed draft storyboards and scripts for the development of two new PSAs. The committee supported the general concept and vision and looks forward to progress reports on final storyboards before production this fall.

PSA about A.A. Geared Toward Minorities: The committee discussed the 70th General Service Conference floor action that "the General Service Conference consider developing a PSA about Alcoholics Anonymous geared toward minorities." The committee shared the importance of PSAs geared towards minorities and noted that the two current PSAs in development are geared toward minorities and suggested that the development of all future PSAs should be developed with minorities in mind.

Pamphlet to Video project: The committee reviewed and accepted a progress report on the development of a plan to create video shorts based on A.A. pamphlets. The committee noted the importance of this effort and that this be budgeted for 2021.

GSO Podcast: The committee discussed the development of a draft plan to create a GSO Podcast. The committee looks forward to reviewing pertinent information provided by the Communication Services department at the October meeting.

Comprehensive Media Plan (CMP): Prior to the August meeting, the chair appointed a subcommittee consisting of Josh E., chair, Allison C., Tommi H., Deborah K., Shari M. and Racy J., staff secretary. The committee discussed a verbal report from the subcommittee chair and looks forward to further progress reports on the development of the CMP architecture and content.

Anonymity on Social Media: The committee discussed the request "to create a new form of communication to address anonymity on social media." The committee noted that prior to any decision on a particular format, content on this subject should be compiled from the Fellowship. The staff secretary will develop and distribute an online survey regarding Anonymity Traditions on social media and a progress report will be brought to the October meeting.

P.I. Kit and Workbook: The committee discussed the Conference P.I. Committee's committee consideration regarding the exploration of more contemporary formats for kits and workbooks. The staff secretary will develop a revised draft of a Public Information Workbook in a PDF format with current shared experience and technology resources for the October meeting.

"Speaking at Non-A.A. Meetings" and other P.I. pamphlets: The committee discussed the request that the P.I. pamphlet "Speaking at Non-A.A. Meetings" be revised. The committee asked that this item be discussed at the October meeting along with a comprehensive review of all Conference-approved literature under the purview of P.I.

A.A. Membership Survey: The committee discussed a progress report on the review of the A.A. Membership Survey methodology. The committee noted that a small working group consisting of Deborah Koltai and Peter Luongo has been formed to discuss a next phase approach to the review.

Anonymity Letter to the Media: The committee discussed the Annual Anonymity Letter to the Media and requested that the staff secretary work with Publishing to see if a new version or update to the letter might be explored. The committee requested that a draft communication be brought to the October meeting.

GSO Website: The committee reviewed and accepted the 2020 first and second quarter website reports.

AA Grapevine/La Viña website: The committee reviewed and accepted the 2020 first and second quarter website reports.

The meeting adjourned at 3:15 p.m.

Trustees' Public Information Committee
Saturday, January 30, 2021

The trustees' Public Information Committee met via videoconference on Saturday, January 30, 2021 at 1 p.m.

Present were: Trish LaN., chair; Cathy B., Allison C., Christine Carpenter, Josh E., Ino F., Michele Grinberg, Tommi H., Deborah K., Stephanie L., Shari M., Greg T., Carolyn W. and Racy J., secretary.
Also present: Amy Bailey, Beau B., Clement Cann, Mary F., Kathi F., Kevin F., Tracey G., Julie G., Debi K., Bill L., Ruth L., Nancy McC., Kerry M., Al Mooney, Jamey N., Kalilah P., Newton P., Gary P., David R., Shane S., Yael S., Julisa S., Craig W.. and Sandy W..

Chairperson's remarks: The chair welcomed all committee members and guests, including the corresponding Conference Committee on Public Information chair, Shane Shepard.

Report: The reports of the October 31, 2020 and January 25, 2021 meetings were approved as submitted.

Staff and Communication Services department reports: The committee accepted the reports with appreciation.

Progress report on the development of two PSAs: The committee **agreed to forward** to the 2021 Conference Committee on Public Information a progress report of the development of two PSAs.

The committee will continue to meet to review the current rough cuts and to provide feedback. The committee asked that the Conference P.I. chair be included in their next meeting. The committee noted that if draft PSAs are completed prior to the 71st General Service Conference that they be forwarded to the 2021 Conference Public Information Committee for review.

The committee suggested that if a new PSA were approved that the PSA be centrally distributed, tracked and evaluated at a cost not to exceed $40,000, in addition to the work of local Public Information committees. The committee also noted that a targeted online paid PSA placement might be explored.

Comprehensive Media Plan (CMP): The committee reviewed a list of items and activities of the CMP subcommittee. The committee reviewed and **agreed to forward** to the 2021 Conference Committee on Public Information a report on the progress on the development of a Public Information Comprehensive Media Plan.

Public Information Media Platforms: The committee accepted all Media Platform reports.

The committee **agreed to forward** to the 2021 Conference Committee on Public Information a report, Google Ads Performance: December 16, 2020 to January 14, 2021. The committee noted with appreciation the sharing and inquiries provided by members regarding Google Ads/Grants Advisory Actions and noted that the concerns mentioned in the sharing have been addressed and clarified in prior reports. The committee also noted that the report, Google Ads Performance: December 16, 2020 to January 14, 2021, being forwarded, will also provide additional informational sharing on this topic.

The committee reviewed reports from both corporate boards regarding their respective websites and **agreed to forward** to the 2021 Conference Committee on Public Information the 2020 Annual Report on A.A.W.S. Board Oversight of G.S.O.'s A.A. website and the Report from Grapevine Board on Oversight of the Grapevine/La Viña website.

G.S.O. Podcast: The committee discussed the request to create a G.S.O. podcast. The committee reviewed the Communication Services department draft plan to create a podcast and **agreed to forward** the plan to the 2021 Conference Committee on Public Information.

Anonymity Traditions on Social Media: The committee discussed the request to create a new form of communication on anonymity and social media. The committee also noted the 2020 Public Information committee consideration that the trustees' Public Information Committee continue to discuss this request and that preliminary information be gathered before moving forward. The trustees' committee reviewed potential survey questions that could be shared with the Fellowship and requested that notes be provided to the staff secretary regarding the draft survey questions.

A.A. Membership Survey: The committee reviewed and accepted the report from the Survey Methodology working group on the Triennial A.A. Membership Survey. The committee **agreed to forward** the report to the 2021 Conference Committee on Public Information including the suggestion that the 2021 A.A. Membership Survey be conducted, including updated pre-survey communications, survey instructions and the option for a digital delivery method.

The committee also noted the importance of updating the questionnaire to expand the gender markers to allow for better reflection of the diversity of our membership and potential members.

Public Information pamphlets: The committee reviewed a request to consider a revised version of the pamphlet "Speaking at Non-A.A. Meetings." The committee **agreed to forward** to the 2021 Conference Committee on Public Information the request that the pamphlet "Speaking at Non-A.A. Meetings" be revised.

The committee also discussed the trustees' Public Information Committee working group report on the review of Public Information pamphlets. The committee suggested that further discussion and review of the research grid provided to the full committee is needed to best evaluate the relevancy and content of literature under the purview of Public Information. The committee will add this item to their agenda at their meeting to review the PSA rough cuts and provide any findings from their review of the pamphlets to the 2021 Conference Committee on Public Information.

<u>P.I. Kit and Workbook</u>: The committee noted receipt of a memo from the A.A.W.S. Board in response to the 2020 P.I. committee consideration that shared concerns on the relevancy of a print copy workbook and kit for P.I. committees. The board also noted the P.I. Committee's suggestions to explore the development of an A.A. service committee app and the possible creation of a new digital PDF version of the P.I. Workbook. The committee asked that the staff secretary include the memo as background to the 2021 Conference Committee on Public Information.

The committee adjourned at 3:35 p.m.

TRUSTEES
Item F
Doc 3.5.4

Trustee Finance Committee

Ad Hoc Committee Progress Report

Google Grants and the 7th Tradition

March 30, 2020

Table of Contents

Appendix of Resources

Background on Committee:

The Chair of the Trustee Committee on Finance formed an ad hoc committee composed of Leslie Backus, Thomas L. A. (ad hoc committee chair), Mark E. and Carolyn W. The committee was formed to review and report on New Business item "b" from the February 2, 2020 Committee agenda, "Google Grants and 7th Tradition". Original background on the agenda item included:

a) Email response from Annette Minkalis from Connect 360 Media in response to an inquiry by GSO staff Racy J. regarding in-kind contributions for PSAs and Google AdGrants
b) GSO memo "Additional GSO Staff Research clarifying Myths and Misconceptions about TV/Radio Placement (FCC)
c) Letter from Matthew Estersohn, CPA Senior Manager from our auditor, Marks Paneth, LLP regarding accounting for donated advertising space
d) 2019 Conference and Trustee PI History and Actions Regarding Google AdWords Grant

The ad hoc committee met 2 times subsequent to the Quarterly Board Meeting via conference calls, on February 21, 2020 and March 11, 2020. Present on both calls were all committee members and Sibi Thomas, CPA from Marks Paneth. In preparation for the first conference call the committee was provided with the following background information from Sibi Thomas:

a) April 2016 article from CPA Journal, "A Unique Gift-In-Kind Promotional Opportunity for Not-For-Profits"
b) Connect 360 Letter to A.A.W.S regarding value of PSAs for A.A. during 2019
c) "Gifts-In-Kind" Memo from Sibi Thomas

Additional information for consideration by the ad hoc committee members was exchanged during the period of time after the General Service Board Finance Committee meeting and the conference calls. These communications and information resources included:

a) General Service Board correspondence received September 2018 from an A.A. member regarding "Fiduciary Responsibility and Controversy"
b) Subcommittee email from Tom A. to ad hoc committee
c) Google Contract provided by committee member Tom A.
d) Memo from Tom A. to Sibi Thomas, February 24, 2020, "Follow Up to Conference Call"
e) Email from Carolyn W. to ad hoc committee
f) Recommended reading from Carolyn W., SMF-176, "Services Provided by GSO/A.A.W.S."

Conference Call #1:
The committee met via conference call with Sibi Thomas from Marks Paneth for approximately one hour on February 21, 2020. Zenaida Medina, Assistant Director of Finance served as secretary. The focus of the meeting was a presentation by Sibi Thomas on the financial reporting requirements for in-kind contributions.

The CPA Journal article referenced financial reporting standards that are created by the Association of Certified Public Accountants (AICPA), notably from the Financial Reporting Executive Committee (FinREC) of the AICPA. The FinREC states that "if the NFP [A.A.] is actively involved in determining and managing the message, (e.g., development of the PSA, launch of the campaign) and control others' access to the benefits, (e.g, timing and broadcast mediums, ultimate broadcast of the PSA) it has received a contribution. Under GAAP [Generally Accepted Accounting Principles], the use of advertising time is considered to be a form of contributed assets rather than contributed services[1]."

Additional information was the benefit that A.A., e.g., GSB, received as a result of the PSAs being aired and if it benefited the mission [of A.A.] versus a program. The issue of the value of the "contributed asset" was considered as well as the possibility of any recognizable revenue from the PSA airing. Additional supporting information from the CPA Journal article that was highlighted was that "For broadcast PSAs designed to promote an organization's program without seeking funding or asking for contributions, the associated expense is generally considered to be program related rather than fundraising[2]."

The relevance of this was highlighted in the same Journal article, which stated, "When a broadcast station donates its airtime, the NFP receives a GiK [Gift In Kind] donation that provides it with resources to air a PSA and then uses these resources to do so. As a result, accounting for the donated airtime is a two-step process, one recognizing the "creation" revenue and the other recognizing the expense related to its use. Under GAAP, revenue and expense are recognized at exactly the same dollar amount, causing them to offset each other, and leaving the organizations net income unchanged[3]."

This revenue and expense activity is the same for the receiver, Alcoholics Anonymous, as it is for the contributor for PSA airing. In the case of PSAs, there is no contractual agreement between he contributor and the receiver (A.A.), and Sibi Thomas indicated that the valuation of the PSA may be different than the amount the contributor values the airtime. A point was raised that Google AdGrants has a Terms and Conditions required to receive the $10,000 per month Goggle AdWord contribution.

One other unique reporting criteria is that the Internal Revenue Service (IRS) looks at the reporting differently, that broadcast PSAs for NFPs should not be reported on IRS Form 990 because the IRS views advertising as a service, not an asset-like inventory[4]. All the prior discussion is regarding GAAP, which is what our auditors follow when compiling, reporting and issuing their opinion for Alcoholics Anonymous.

Sibi shared that he sits on an AICPA Advisory Board, and would be able to bring the issue of reporting requirements for AA with regard to PSAs and Google AdGrants to the Board. With great appreciation for this opportunity, the committee requested that this be performed, and a second conference call would be scheduled to discuss the results.

Conference Call #2:
Following Sibi Thomas' meeting with the AICPA Committee, on March 11, 2020 the committee met as before, with Bob Wilcox also joining the conference call in lieu of Greg T., who was unavailable.

The focus of this call was to have Sibi Thomas from Marks Paneth detail reporting requirements and recommendations from the AICPA committee meeting. The first finding was that the reporting requirement for the gift-in-kind contribution from Google for AdWord Grants could be reported in the same form as the gift-in-kind contribution for PSAs.

The next finding was that GAAP reporting could be either in a full-disclosure method, whereby the revenue-and-cost model could be used, which was described in the earlier conference call and fully documented in the referenced CPA Journal article. Therefore, the income statement would have a revenue amount for gifts-in-kind and an expense for the same amount for gifts-in-kind. Alternatively, the auditors could author a note integral to our financials that would declare the value of these gifts-in-kind. Due to no material effect taking place from these gifts-in-kind contributions they have a net value of zero due to revenue and costs being considered equal. A member of the committee recommended that the gift-in-kind details could be disclosed in the annual Trustee Public Information Committee report, to provide visibility to the value and source of these gifts-in-kind contributions.

Committee Information:
In addition to the formal reporting requirements dictated by GAAP and the IRS, information was introduced that was relevant to the second half of the PI Committee request (7th Tradition) and other relevant A.A. policies, principles and Board requirements. A current policy addresses discounts and subsidies:

> *Whenever a discount or subsidy is that which would be offered to any other organization of similar size requiring a purchased service or product of similar character and magnitude, for example, convention rates at hotels, it may be accepted. Whenever a discount or subsidy is partly or in total offered because we are Alcoholics Anonymous, it must be declined*[5]*.*

This policy was addressed and modified subsequent to the intense discussions that took place following the acceptance of cash from the city of San Diego for the 1995 International Convention.

A committee member submitted an email-memorandum[6] that referenced this controversial time in AA. The document references the application of the General Service Bylaws and the Traditions, notably the Seventh Tradition -- which is the focus of this Trustee Public Information Committee's request to the Trustee Finance Committee. This memorandum is included in the Appendix. A document received as a GSB communication[7] in September 2018 that includes information on these relevant topics was also provided to the ad hoc committee members and is included in the Appendix of this report.

Summary and Recommendation:

Over the course of the ad hoc committee's work, the Trustee Public Information Committee request evolved into two distinct issues. These two are (1) the external reporting requirements for Alcoholics Anonymous, and, (2) the application and adherence to the Traditions and Bylaws. While the request from the PI Committee originated from Google Grants and the 7th Tradition, coinciding with this request was the need for the auditor for Alcoholics Anonymous to reconcile reporting requirements for public service announcements, and because the seeming similar nature of these gifts-in-kind (GAAP nomenclature) PSA information was used as a resource.

The first issue (external reporting) was the primary reason the committee utilized the consulting experience of Sibi Thomas from Marks Paneth, the GSB's auditor for the past two years. Sibi has been the partner from Marks Paneth most actively engaged in A.A.'s financial audits and understands the preferred reporting structure. Of course, he only provides auditing and reporting advice based on GAAP and IRS statutes, not to any degree on A.A.'s Traditions and Bylaws.

GAAP specifies that we must report gifts-in-kind. Sibi presented two options: full disclosure or disclosure through a note integral to the financial statements. The details can be separate from the financials as an information resource to the fellowship, e.g., via the Trustee Public Information's annual report to the General Service Conference. The committee expressed a preference to a note rather than the full disclosure method.

The second issue related to the PI committee request regarding the 7th Tradition. The long form of the Tradition reads as follows:

> *"The A.A. groups themselves ought to be fully supported by the voluntary contributions of their own members. We think that each group should soon achieve this ideal; that any public solicitation of funds using the name of Alcoholics Anonymous is highly dangerous, whether by groups, clubs, hospitals, or other outside agencies; that acceptance of large gifts from any source, or of contributions carrying any obligation whatever, is unwise. Then too, we view with much concern those A.A. treasuries which continue, beyond prudent reserves, to accumulate funds for no stated A.A. purpose. Experience has often warned us that nothing can so surely destroy our spiritual heritage as futile disputes over property, money, and authority."*

A number of questions were raised by an ad hoc committee member in the "Subcommittee Email[8]" (attached). Issues related to the 7th Tradition, i.e. "fully supported by the voluntary contributions" versus in-kind contributions; and, "that acceptance of large gifts from any source, or of contributions carrying any obligation whatever, is unwise". Additionally, the member's concern about how the Traditions as a whole are referenced in the Bylaws and the details of these references are noted in the document. The issues raised include the possible non-conformance to the Bylaws which becomes an issue of ethics and fiduciary responsibilities that are integral to the duties of the General Service Board. The member's "Subcommittee Email" document recommends that outside counsel by obtained to insure conformance to our Bylaws.

As noted by the member in the Subcommittee Email document, the Board and the Conference would first act based on internal policy, Traditions and Bylaws, and subsequently apply the external reporting requirements brought forth by GAAP and IRS statute, rather than the inverse, first by GAAP and Statute and next by policy, Tradition and Bylaws.

The committee recommends that the findings (above) be reported in the form of a progress report to allow for GSB and Conference deliberation to insure a policy for gifts-in-kind, if they are to be accepted, conform to Tradition, Bylaw and external reporting and auditor requirements.

Highlights from A.A.W.S.

July 31, 2020

The A.A. World Services Board met via videoconference on Friday, July 31, 2020.
Chair of the A.A.W.S. Board, Beau B., welcomed all in attendance and opened the meeting with a moment of silence.

General Manager's Report

General Manager Greg T. provided the following report:

Administration – As has been reported, finances have been seriously impacted by the effects of the pandemic starting in the second half of March, primarily through a dip in literature sales. Contributions have begun to rebound, thanks to a strong commitment of the groups to support the work of the office. A number of communications regarding self-support have been initiated regularly with the Fellowship in the U.S. and Canada and this outreach will continue in the coming months.

The office has been looking ahead to the third and fourth quarters in compiling the next-step budget reforecast that will position GSO for the balance of this year and into 2021. Part of this refocusing is the Voluntary Retirement Incentive Program (VRIP) that has been offered to eligible employees as of August 1. The General Service Board approved the plan at a special meeting on July 16, 2020.

Administrative Services – Regarding a return of the workforce to the office, there is no firm return date as yet. An office-wide survey was implemented recently to evaluate the concerns and questions of all employees, whose safety and security is the number one priority. An internal Return to Work Taskforce has been put in place to develop a draft reentry playbook.

The Meetings, Events and Travel Department is working with the Board Events Working Group to determine the delivery methods and schedules for the balance of this year's board and Regional Forums events.

Archives – From January through mid-July, Archives staff has responded to approximately 600 inquiries for information and research. Archives staff is archiving both internal and external material related to A.A. in the pandemic – news articles in print, video and audio, as well as material related to events and online meetings, public health and sharing from groups.

Human Resources – Human Resources and the organization continue to support employees and their families impacted by COVID-19. In an effort to evaluate and upgrade the human resources capabilities of the office, a thorough assessment of the HR department is underway as the office continues to evolve through this challenging time.

Information Technology Services – Remediation of the core NetSuite ERP system has been ongoing. Special focused efforts are underway in the areas of Finance (contributions), Services (My Portal) and Publishing (webstore) with strong input and support from vendors, consultants and select workgroups. Technology Services is also participating in the Return to Work Taskforce as there will be a need to supplement GSO's current equipment and/or transition equipment back into GSO from the currently remote workforce.

Staff Report

Accessibilities/LIM – The assignment is updating the pamphlet "A.A. for the Older Alcoholic" and is working with the Communication Services department on creating a Remote Communities Service Committee page on the A.A. website.

Conference – The anonymity-protected online version of the 2020 GSC Final Report in English, French and Spanish was distributed via the Conference Dashboard to all Conference members on July 29th. The print version is scheduled for publication and distribution in August. A videoconference session for all Conference members has been scheduled for August 15th for the General Service Board treasurer to review the audited financial figures for 2019 that were unavailable at the time of the virtual 70th General Service Conference in May.

C.P.C./Treatment – The Summer 2020 edition of *About A.A.* was distributed in May and the desk has prepared a proposal for management exploring potential adjustments to C.P.C. exhibits and other services.

Corrections – A recent Grapevine article drew many new volunteers for the Corrections Correspondence Service and a survey regarding digital literature has been distributed to Corrections committees.

Group Services – The desk is working with staff to develop standard responses to the many inquiries received regarding listing online groups. As a result of the pandemic, an update to Meeting Guide has been approved that supports the display of online meetings for temporary closures and hybrid meetings (meetings still taking place online as well as in-person).

International – The General Service Board U.S./Canada has withdrawn from hosting the 26th World Service Meeting onsite in Rye Brook, NY in October. The option of hosting a virtual meeting is currently being explored. This would require approval from the WSM.

International Convention – The 2020 IC digital site went live the week of June 29, 2020. As of July 6, over 80,000 individuals had visited the site.

Nominating – There will be a number of 2021 vacancies on the General Service Board – two regional trustees, trustee-at-large/U.S., three Class A trustees, and the chair of the Board. Mailings were sent to trusted servants in the areas involved regarding the regional and trustee-at-large vacancies. All past trustees received notice that there was an opening for the GSB chair position. The pool of Class A candidates was notified of the openings for next year and 16 have responded so far.

Public Information – A vendor has been selected for the development of two new PSAs. Diversity will be a key factor in the casting process. From March to May three press releases were distributed on aa.org's press/media page, two of which were in response to a high demand of inquiries from journalists regarding A.A. in the age of Covid-19.

Regional Forums – Face-to-face Regional Forums for Western Canada and the Pacific Region have been cancelled. The Southeast regional trustee and delegates notified GSO that they want to hold a virtual regional forum the first weekend in December and this assignment has continued to explore virtual alternatives to Regional Forums. The final voiceover has been completed for the regional forum video project, and the project will be completed by the end of summer.

Additionally, the Regional Forums coordinator provided a summary of staff discussions that have taken place over the last few months on the topic of race and privilege as it relates to the spirit of Tradition Three. "We talked about actions that can be taken at GSO – such as looking at racism as a 'safety issue' and revising service material, and concretely addressing gender bias in our literature," she noted. "Finally, we discussed the critical role our boards play in reflecting diversity and inclusion. It is said that the composition of a board reflects not only an organization's values but also sends a message as to who should be empowered and entrusted with its most important decisions." Her full remarks have been made available to all board members.

Finance

Gross Sales for the first six months of 2020 of $4,918,121 were $2,623,651 lower than 2019. Gross Profit from literature was $3,017,890 and represented a 75.00% Gross Profit Percentage.

Contributions for 2020 of $4,358,338 were $355,954 greater than 2019. The committee expressed its gratitude to the Fellowship for the continuing Seventh Tradition support.

Total Revenue (gross profit from literature plus contributions) was $7,376,228 and $1,559,485 less than 2019.

Total expenses for the six months of 2020 were $7,645,180. This is $1,908,167 less than 2019. The decrease in expenses compared to 2019 was mainly due to events being cancelled because of COVID-19. This includes the General Service Conference and Board meetings being held virtually. The Travel, Meals and Accommodations line is $638,430 lower than this time last year. Professional fees are $232,110 for the period ending June 30, 2020 compared to $360,414 in 2019, a variance of $128,304. Contracted Services were $961,098 for the period ending June 30, 2020 which is $208,623 less than this time last year.

The combination of the above revenues and expenses resulted in GSO reporting a loss of $268,952 for the first six months of 2020. This loss compares to a loss of $617,635 in 2019, a variance of $348,682.

2020 Budget Reforecast 2.0: For the year 2020, the budget has been reforecast due to COVID-19. The revised budget includes actual results from the first two quarters of the year, new sales revenue estimates, decreases in many expense categories as well as estimated severance payments due to the VRIP offer.

There are still many unknowns, though sales have been increasing slightly month by month and a high-water mark for contributions of $1.1 million for the month of July provide positive signs. There have been some decreases in expenses due to the office operating on a remote basis and cost-cutting efforts will be implemented in the budget categories of Other Program Printing, Contracted Services, Professional Fees and website development. One impact of this will be that a number of the newsletters and publications regularly published by GSO, such as *Box 4-5-9*, *About A.A.*, the GSB *Quarterly Report* and the *LIM* bulletin will be available digitally only through the fourth quarter, saving printing and mailing costs.

2020 International Convention: The convention management company provided a brief recap of financial activities related to unwinding the 2020 International Convention and a review of progress in the settlement of the Convention insurance claim, noting that an advance payment of approximately $970,000 on the claim has been confirmed by Talley Management.

The Board approved the following recommendation brought forward by the Finance Committee:

• That the revised GSO budget for the second half of 2020, titled "Reforecast 2.0," be approved and forwarded to the trustees' Finance and Budgetary Committee.

Publishing

Print sales: Year to date, gross sales of print items of literature demonstrated a gradual uptick since the dramatic downturn demonstrated in April 2020; however, overall sales year-to-date through June 2020 continued to lag behind sales during the same period of 2019.

Ebook sales: As reported at the June 6, 2020 A.A.W.S. board meeting, ebook sales continue to demonstrate a dramatic increase over the same period in 2019. Gross sales of ebooks April through June 2020 as compared with the same period in 2019 demonstrate an 83% increase in units, an increase year over year for the same period of 9,584 units, and an 81% positive uptick in revenue of $36,098.

Semi-Annual Licensing and Translations Activity: For the period January-June 2020, international licensing and translations activity has been ongoing. Currently, there are 70 Big Book translations, with 26 additional languages pending, which includes 21 new translations in progress and 5 revisions/retranslations. There are 50 total languages available of *Twelve Steps and Twelve Traditions*; 37 languages of *Daily Reflections*; 36 languages of *Living Sober*; 19 languages of *Came to Believe.* Additionally, as of June 30, 2020, A.A. items of literature (books, booklets, pamphlets, the Twelve Steps, and so forth) are available in 108 languages worldwide.

Update on Digital Distribution progress: The committee continued discussion on emerging digital distribution channels for A.A. materials within the prison system (U.S. and Canada). The minutes of the June 4, 2020 meeting of the Publishing committee were amended to include a request that the Publishing director include review and effectiveness for distribution channels within the Canadian Penal system as part of the efforts underway to get A.A. literature into prison settings.

A Visual History of Alcoholics Anonymous: An Archival Journey: The revised publication date of the 2020 International Convention souvenir book has been set for February 2021. All printing of this book will be billed in fiscal year 2021 and print runs will be adjusted based on pre-sales indicators.

Technology/Communication/Services (TCS)

The committee reviewed the minutes of G.S.O.'s Website Committee, along with progress reports and updates on website analytics and activity reports.

Verbal reports were provided by the director of Technology Services, the Group Services assignment and the Communication Services department.

Progress reports from the Website Design and App Working Group and Google-for-Nonprofits projects were provided, noting that app usage was down 50% over the last two months, though usage is up in Canada and is starting to trend upwards overall again, with a large amount of through-traffic to local A.A. sites. Communication is developing with the Online Intergroup of A.A. to explore adding online meeting data to the app and other collaborative opportunities.

Over the past few months, work toward implementation of Google Ads has continued, including clarification of the A.A.W.S. privacy policy language. A Floor Action of the 70th General Service Conference referred the launch of Google AdWords Grants and the requested release of the "Ad Hoc Committee Progress Report – Google Grants and the 7th Tradition" to the trustees' General Service Conference Committee and subsequently the trustees' Public Information Committee. Discussion by the TCS Committee separated out progress toward implementation of Google Analytics, which can be achieved by the office in response to an existing Advisory Action, while awaiting information relative to the discussion at the trustees' Public Information Committee of the Seventh Tradition questions regarding AdWords Grants.

The Board approved the following recommendations brought forward by the TCS Committee in June and July:

• That the 2020 First and Second Quarter reports on A.A.'s website activities and analytics be forwarded to the trustees' Committee on Public Information as presented.

• That the following policy statements be adopted with agreed upon revisions and necessary copyediting: Digital Analytics Policy; Privacy Policy; Meeting Guide Privacy Policy; and A.A.W.S. Cookie Policy.

Internal Audit

The committee reviewed outstanding recommendations from the 2018 Financial and IT Audit and work continues on management responses to these recommendations. One of the elements under consideration is the ongoing process of sunsetting the old Travers system software and database. The Emergency Response-Business Continuity Plan is still in development and will be reported on as progress moves forward. The Human Resources RACI Matrix review is ongoing as well. The committee is looking into drafting a policy for vendor management to review with the board and GSO management for final implementation.

Nominating

The board approved the following recommendations brought forward by the committee:

• That changes to the Composition, Scope and Procedure be approved as follows:

· Point 2 under Procedure to read: Makes recommendations reached in committee by substantial unanimity.

· Statement at end to read: Note: The chair of A.A.W.S. Nominating Committee should not be the chair of trustees' Nominating Committee in the same year.

• That Judith Ann Karam, Class A Trustee, serve for the balance of this panel year as director on the A.A. World Services, Inc. Board of Directors.

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2021 Conference Committee on Trustees

ITEM F.3.6 - "Failure to Observe the Will of the General Service Conference" – concern 6 - AA Grapevine

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Conference Process Observed at the 70th General Service Conference

6) "Accounting and Communication for the Grapevine has been turned over to AAWS…Concept VIII defines that money and capital is divided between AAWS and the Grapevine."

Please see the following Service Agreement

EMPLOYEE AND SERVICES SHARING AGREEMENT

THIS EMPLOYEE AND SERVICES SHARING AGREEMENT (this **"Agreement"),** dated as of June 4, 2019 (the **"Effective Date")** is between Alcoholics Anonymous World Services, Inc., a New York not-for-profit corporation **("A.A.W.S."),** and Alcoholics Anonymous Grapevine, Inc., a New York not-for-profit corporation **("Grapevine").**

WHEREAS, Grapevine requests that A.A.W.S. provide certain services to Grapevine;

WHEREAS, A.A.W.S. is willing to provide the requested services to Grapevine; and

NOW, THEREFORE, for good and valuable consideration, the parties agree as follows:

1. Services. The primary duties of A.A.W.S. shall be to provide the following services (the "Services") to Grapevine:

   (a) Controller services, i.e., an individual who will serve as controller;

   (b) Administrative services for the controller, i.e., an assistant to the controller;

   (c) Payroll;

   (d) Employee benefits administration

   (e) Accounts payable;

   (f) Any other services that may be agreed-upon by the parties in writing (email is fine); and

   (g) Incidental services to the foregoing to facilitate the performance of the Services.

2. A.A.W.S. Authority. In connection with its obligations hereunder, A.A.W.S. will have the authority for and in the name of Grapevine to perform the Services.

3. Attorney-in-Fact. Grapevine hereby constitutes and appoints A.A.W.S. as the attorney-in-fact of Grapevine with full power and authority to act on behalf of Grapevine to the extent necessary to perform the Services pursuant to this Agreement. This power of attorney is coupled with an interest and shall terminate upon termination of this Agreement.

4. Compensation. As full compensation for the Services to be provided hereunder, Grapevine shall pay A.A.W.S. as follows: $12,500.00 [quarterly]

S. Term and Renewal. This Agreement shall commence on the Effective Date and, unless sooner terminated in accordance with Section 6 hereof, shall continue until December 31, 2019 (the "Term"). Commencing on January 1, 2020, the Term shall automatically extend on a month-to-month basis until terminated in writing by either parties (via email is acceptable).

6. Termination. This Agreement also may be terminated upon mutual agreement by the parties without cause and without penalty.

7. Independent Contractor. For all purposes- hereof, A.A.W.S. and any person to which it may delegate its obligations hereunder shall each be deemed an independent contractor to Grapevine and not an employee of AA Grapevine Inc.

8. Amendment. Modifications or amendments to this Agreement may be made only by a writing signed by the parties hereto.

9. Governing Law. This Agreement shall be governed by, construed and enforced in accordance with, the Jaws of the State of New York, without regard to the conflict of laws principles thereof.

10. Entire Agreement. This Agreement reflects the entire understanding of the parties hereto with respect to the subject matter hereof and supersedes and replaces all written and oral agreements between A.A.W.S. and Grapevine with respect to the subject matter hereof.

11. Severability. In the event any provision of this Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

12. Survival. The provisions of this Agreement shall *survive* the termination of this Agreement with respect to any events occurring or matter arising while this Agreement was in effect.

13. No Waiver. No failure or delay on the part of either party hereto in exercising any right, power, or remedy hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such right, power or remedy preclude any other or further exercise thereof or the exercise of any other right, power, or remedy. No waiver of any provision of this Agreement shall be effective unless the same shall be made in writing and signed by the party against whom such waiver is sought to be enforced.

14. Assignment. This Agreement may not be assigned by Grapevine or A.A.W.S. without the prior written consent of both parties.

15. Successors and Assigns. This Agreement shall apply to, inure to the benefit of, and be binding upon and enforceable against the parties hereto and their respective successors and permitted assigns.

16. Notices. All notices, requests, demands and other communications hereunder shall be in writing and shall be deemed to have been duly given upon personal delivery, five (5) days after being mailed by registered or certified mail, return receipt requested, one (1) business day after being sent by nationally recognized overnight courier, or upon confirmation of receipt, if by electronic mail (with a copy sent by another method set forth herein). Notices shall be addressed as follows:

If to the A.A.W.S.:

Alcoholics Anonymous World Services, Inc.
475 Riverside Drive
New York, New York 10115
Attention: G. Gregory Tobin, President
email: gmgso@aa.org
Telephone: (212) 870-3145

With a copy to:

Pryor Cashman LLP
7 Times Square
New York, NY 10036
Attention: Daniel Kurtz
email: dkurtz@pryorcashman.com
Telephone: (212) 326-0170

If to Grapevine:

Alcoholics Anonymous Grapevine, Inc.
475 Riverside Drive
New York, New York 10115 Attention:
Albin Z.   , Publisher Telephone :
(212) 870-3410
email :publisher@aagrapevine.org

With a copy to:

Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020-1089
Attention : Monica Richman
email: monica.richman@dentons.com
Telephone : (212) 768-5367

17. Headings. Headings of sections herein are for the convenience of the parties only, and are not intended to be or to affect the meaning or interpretation of this Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this Agreement by its authorized representatives as of the Effective Date.

Alcoholics Anonymous World Servi

By: ______________________
Name: G. Gregory T[redacted]
Title: President

Alcoholics Anonymous Grapevine, Inc.

By: ______________________
Name: Albin Z[redacted]
Title: Publisher

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2021 Conference Committee on Trustees

ITEM F.3.7 - "...Projects and Funds" - Concern 7 ERP

GSB Responsibility to Exercise Oversight of the Operating Corporations…

7) The Enterprise Resource Planning (ERP) project is a year behind schedule and is reported to be $800,000 over budget as of April 2020. At a special finance meeting in August 2020, three delegates requested information regarding the original scope, schedule and budget. As of November 30, 2020, no report had been provided.

Please refer to a communication that was sent out to all Conference Members on December 15, 2020, "ERP Implementation: A Brief History of the Project."

Diana L.

From: Digital Delivery
Sent: Tuesday, December 15, 2020 2:30 PM
To: Patrick C.
Subject: ERP Implementation: A Brief History of the Project

Web Version | Update preferences | Unsubscribe

Alcoholics Anonymous
www.aa.org

General Service Office of Alcoholics Anonymous
475 Riverside Drive, 11th Floor, New York, NY 10115 / Telephone: (212) 870-3400

Please direct all communications to:
P.O. Box 459
Grand Central Station
New York, NY 10163
Fax: (212) 870-3003

December 10, 2020

Dear Conference members,

As a follow-up to the discussions regarding the budgeting and execution of the ERP system, the board and office reviewed the history and budgeting of transitioning from the previous system to the NetSuite system, which began with decisions and a bid process in 2017 through 2018, and the implementation (through two distinct phases) in 2019 and this year.

Here is the reporting on that process. We are sharing it with the Board and Conference for your review and possible further discussion. The system implementation and remediation has continued, and we are reporting regularly on milestones and expenses on the way to successful completion of this initiative.

Please click here for more information.

Best wishes in the holiday season to you and your groups, as ever.

Yours sincerely, in service,

G Gregory T.

G. Gregory T.
General Manager
General Service Office of A.A.
475 Riverside Drive

ERP Implementation: A Brief History of the Project

In the spring of 2017 the General Service Office, with input and support from the A.A.W.S. Board, made the decision to begin a much-needed process to upgrade our in-house software systems. The goal was to move from a set of old systems that were outdated and not adequate for our needs. The old system was made up of several standalone software products designed to meet different needs of the organizationôs accounting, production, sales and Fellowship New Vision database .These systems could not be integrated and each were reaching their limits in keeping up with the evolving demands for serving our membership. Summarizing the status of our financials and supporting the membership especially when working across departments was becoming more and more labor and time intensive as more and more ñofflineò processes were added to the workflow in order to accommodate the limitations of the old system. One of the primary objectives when selecting and designing the new software solution was to provide a single database that encompassed all of the software needs of the organization. The business imperative driving our work: providing the best service possible to the Fellowship.

We began the project by engaging a software selection and design consultant to help us evaluate and select the best system to meet our business goals and objectives. With their guidance, through an RFP process designed to explore in depth appropriate vendors and systems, we selected NetSuite and an initial implementation vendor that specialized in NetSuite implementation. This vendor was tasked with providing professional services for implementing the NetSuite Cloud ERP System. They began work in March 2018, reporting to our IT director, and moving through a number of phases covering: Discovery and Analysis; General System Configuration; General Ledger, Budgeting, Allocation, Reporting; Inventory Management, Accounts Payable, Fixed Assets, Amortization; Constituents, Donations, Pledges and Grants; Stock Item Order Processing; and other critical areas. The process was intensive and impacted nearly every department of the office. Along with the IT Director, the software selection and design consultant continued to provide project guidance and support.

Difficulties Encountered

In December 2018, significant gaps were identified in the initial implementation vendorôs performance. The original ñgo liveò date of February 2019 was not going to be met. This realization was the first of a number of difficult turning points for the project.

In light of the delay in the ñgo liveò date and other problems that were discovered, management decided to engage a new, high/level program/project management consultant. They were brought in to take over the project and program management. They led us in a clearly defined direction toward implementation. Additionally, they assumed the responsibility for vendor management and provided professional input to inform the ongoing decision-making and governance of the project. This additional project and program management support was critical but ultimately cost us approximately $335,000 in additional costs in 2019.

The implementation date was re-set for August 5, 2019 (six months later) and the project team met that implementation date. However, significant business issues arose as a result of this implementation. The issue was that business processes we requested reflected our ñold wayò of doing business and did not leverage the best practice native functionality of NetSuite which resulted in the need for significant work-arounds and use of extensive spreadsheets and tools for the business operations. The team decided to convert extensive historical information, from both financial and records management systems, which resulted in the need to do extensive data clean-up in the new system. In addition, the initial implementation vendor failed to complete the deliverables mandated in the agreement and produced poor-quality, error-prone customization. Further, much of the financial data programming provided was at odds with how we process and review data.

For the balance of 2019, once problems with the initial implementation vendor and data errors were discovered management addressed them as quickly as possible. Understanding the crucial importance of getting the system functioning effectively, and in consultation with the program/project consultant, we moved to bring in a new vendor to replace the initial implementation vendor and stabilize our implementation. We contracted with a vendor and brought them on board in February 2020 to conduct a rapid assessment of our systems, resources and processes. The rapid assessment identified significant issues related to business operations, the quality and integrity of the information contained in NetSuite and a critical need to leverage native NetSuite functionality, specifically as it related to accounting, finance and inventory management functions. It also recommended reimplementing the Contributions, Webstore and My Portal sites.

With the hiring of a new Director of Technology Services, and continued program and project management support from the program/project consultant, significant project, scope, risk and financial controls have been implemented. A detailed 2020 budget, with regular management review, is in place for all the NetSuite projects performed by the reimplementation vendor and program/project consultant.

<u>Lessoned Learned</u>

In hindsight, the original requirements and definition reflected the ñold wayò of doing things and initially missed the opportunity to significantly improve business processes and operational controls. From a technical perspective we had initially contracted with a vendor that was savvy about non-profit organizations but not at all familiar with the intricacies involved in the business and records management processes of Alcoholics Anonymous. For example no outside vendor would imagine how much detail we collect from a mail-in contribution (because our acknowledgment of 7th Tradition participation is so important) nor could they absorb how important it is for us to keep accurate and up to date records on thousands of trusted servants who regularly rotate in and out of various jobs throughout the US/Canada structure.

From an internal perspective we could have invested more time in examining our historical methods/processes against the benefits of making changes to adapt to the native NetSuite functionality, rather than reverse programming the new system to fit ówhat had always been done in the pastô.

Significant program and project management oversight is required for an initiative of the size, including governance, budget controls and meeting of the minds of vendors as to the scope, risk and resource management of the project. Fortunately, a thorough and diligent vendor selection process executed in the fall of 2019 resulted in a vendor better suited to lead us forward.

Additionally, we learned there is value to leveraging organizations and their expertise, for example the program/project management consultant and their program and project management role, in this endeavor.

<u>Financial Details</u>

As thoroughly as possible, we have researched the financial details specific to the ERP project and present them below. A summarization is also provided in the attached spreadsheet.

- The software selection and design consultant we engaged to explore and chose an ERP system was initially contracted at a cost of $72,320. Specific contract amendments are not in the vendor file however actual amounts paid to them were $86,273 in 2018 and $60,183 in 2019. Historic contract services reports revealed the original budget for the work was $147,217 in 2018 and $25,000 in 2019.

- The initial implementation vendor was contracted in February 2018 with an estimated cost of $348,294. Adjustments to their scope were made in 2019 in the amount of $252,000. Further scope adjustments were made for an initial My Portal implementation totaling $4,050. Actual amounts paid were $385,325 in 2018, $363,911 in 2019 and $91,550 in 2020 (for which the majority was for work completed in 2019). Historically contracted services reports revealed the original budget for their work was $52,883 in 2018 and $200,000 in 2019.

- The program/project management consultant, who we identified to take over the project management in 2019, was paid $334,885 in 2019 and $246,098 in 2020 to date and is directly in line with their contract and budgeted amount of $335,536 for the total amount to be paid in 2020.

- Our current reimplementation and ongoing support vendor, began work in February 2020 with a fixed-fee Rapid Assessment. From the Rapid Assessment, a detailed 2020 budget of $598,710 was established. The Director of Technology Services is actively managing the 2020 budget. The vendor has been paid $354,400 to date and is on track to complete 2020 within the budgeted amount.

- We anticipate both of our current implementation vendors to carry out the balance of work outlined in their 2020 contracts. NetSuite implementation and support will continue into 2021 to deliver additional releases of My Portal giving Fellowship Registrars/Secretaries enhanced group and member data access and reporting capabilities, the ability to accept payments/contributions in Canadian dollars, the ability to accept ACH/EFT contributions, and to help us remain current with future NetSuite releases.

Benefits of NetSuite

- Cloud-based, fully integrated solution that currently enables our solely-remote workforce.
- Single source for clear and accurate financials and reporting
- Modern webstore with consistent look and feel.
- Stream-lined, best practice accounting, finance, inventory management and other processing functions.
- Single source of all group/member records in G.S.O. (position holders and those who make contributions and literature purchases, etc.)
- Integrated business processes across business functions.
- Improved member and literature customer service capabilities.
- Eliminates the cost of Traverse, the old inefficient accounting software
- Eliminates the cost of the additional cloud server space required for the old software applications

Moving forward with these newly added benefits will provide the office with the much needed integration and automation for reducing the previously labor and time intensive processes required to conduct basic business for the membership. With the new system in place we will be able to streamline and automate much more than what was possible in the past in terms of supporting the membership, processing literature orders, inventory, contributions processing, receiving new payment options and ultimately redesigning the maintenance scheme of the group information database.

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2021 Conference Committee on Trustees

ITEM F.3.8 - "...Projects and Funds" - Concern 8 - AAWS over 2019 budget

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<u>GSB Responsibility to Exercise Oversight of the Operating Corporations…</u>

8) "The 2019 financial reports indicated that AAWS was $800,000 over initial budget, a situation that should have resulted in an immediate extended investigation…"

Please refer to the highlighted section (pg 10) of the General Service Board Chair's report from the 70th General Service Conference Report (pp 8-12)

Reports from the General Service Board, A.A.W.S. and Grapevine Corporate Boards

General Service Board Report

Greetings and welcome to the historic, entirely virtual 70th General Service Conference; especially I welcome those who are attending for the first time. Also, welcome and thank you to our unsung associates — the G.S.O. employees working quietly behind the scenes to make this Conference run smoothly, as well as the employed staff who are working with us and are also doing their work as Conference members; and, of course, our talented interpreters and translators making sure we all have access to the information presented. As I have traveled to meet and share with members of the A.A. Fellowship, I have learned how important it is to the health and growth of our service structure for all of us to make sure our service activities are accessible in our four most frequently used languages (English, French, Spanish, American Sign Language). Thank you to our interpreters for helping us to open the doors more widely to A.A. service.

This week, due to the impact of COVID-19 on all of us, we are meeting "our great responsibility" of holding a Conference using web-based videoconferencing. What an amazing world we live in that this is even possible. I have to think that our co-founder Bill W. would have been excited and pleased that we are using new technology to communicate. However, because we are in our infancy in successfully using the video platform, I ask you to confine your work to the essential business and any other critical matters that must be completed this year. I have found that there are few emergencies in A.A.; rather, the Conference guides and advises upon all matters presented as affecting A.A. as a whole (Conference Charter, paragraph 4). Further, as the Conference Charter states in paragraph 3, "The Conference will act for A.A. in the perpetuation and guidance of its world services, and it will also be the vehicle by which the A.A. movement can express its view upon all matters of vital A.A. policy and all hazardous deviations from A.A. Tradition." Thus, this week we embark together on work grounded in the spiritual principles embodied in the Steps, Traditions and Concepts, work that will help us to carry our lifesaving message of hope and recovery, while respecting the limitations that circumstances have imposed.

Since the last Conference, your General Service Board has met four times: for the annual Members' meeting in

May 2019, and for its regularly scheduled quarterly board meetings in July 2019, November 2019 and February 2020. Also, in our role as good servant leaders (Concept IX), we gathered for an orientation session and board leadership day in June that occurred immediately following the affiliate boards' meetings. We have continued to review and develop the board's Strategic Plan, first developed in 2016 and most recently updated in 2019. It is a living, evolving document and has greatly helped us to organize the board's efforts and develop a coherent working vision for the future. In this regard, we always welcome your thoughts and contributions to help guide us. Given the profound needs of both suffering alcoholics and those recovering from alcoholism to find A.A. when meeting doors are closed due to this public health crisis, it will be incumbent on the board to embrace a revised strategic plan as its guidepost. The board will be looking at new ways to help you and to help our public information efforts strengthen the hand of A.A.

Over the past year, the work of the board has covered a broad range of issues and, as I review some of the highlights, I would like to call your attention to the in-depth trustees' committee reports that appear in your Conference Manuals. These reports will provide greater detail into the work the board, through its committees, has undertaken throughout the year with much assistance from our talented staff. Indeed, much of what the board and its committees do is to define the work that the G.S.O., under our general manager, Greg T., performs — responding to literally tens of thousands of requests for information and guidance per year; developing the projects sent forth from Conference as approved by the trustees; publishing an array of books, pamphlets, PSAs and other important audio/visual materials; and coordinating events such as this Conference, Regional Forums throughout the U.S. and Canada, and international events such as the International Convention and the World Service Meeting, which will be taking place later this year. We ask a tremendous amount of our staff and employees, many of whom are not alcoholic. So, please be sure to thank them this week.

In May 2019, following the 69th General Service Conference, the General Service Board welcomed three new Class B trustees: Jimmy D., Southwest regional trustee; Francis G., Northeast regional trustee; and Patricia LaN., trustee-at-large/Canada. We also welcomed two new Class A trustees to the board: Sr. Judith Ann Karam of Richfield, Ohio, and Al J. Mooney of Cary, North Carolina. And, at the end of this year's Conference, three trustees will rotate: West Central regional trustee Tom A., Western Canada regional trustee Cate W. and general service trustee Carole B. In addition, Homer M., nontrustee director on the A.A.W.S. board, will rotate after serving since 2016. We are grateful for the dedication, self-sacrifice and tireless service these trusted servants have exhibited and the many miles traveled in fulfilling their duties on behalf of the Fellowship. I will miss working with them. Yet, as our principle of rotation keeps us moving ever-forward, later in the week, new trustees will be elected for these openings, and new slates of corporate officers will be presented, for disapproval if any.

Our two affiliate corporate boards, A.A.W.S., Inc. and AA Grapevine, Inc., have been busy throughout the year, addressing a broad range of business concerns and developing plans for the future. You will hear from each of these boards individually regarding their activities over the past year. I want to report to you that communication among the three board chairs remains excellent and is instrumental to the ongoing collaboration that has developed among the three arms of our current corporate structure.

Four projects have been a focal point for the General Service Board, A.A.W.S and Grapevine throughout the year: 1) the implementation of the ERP (enterprise resource planning) NetSuite system at G.S.O.; 2) the development and inauguration of our new Communication Services department; 3) the acquisition and construction of new office space to accommodate G.S.O. growth, as well as hosting our wonderful visitors; and 4) the movement of both A.A.W.S. and Grapevine towards an enhanced digital presence that reflects the needs of our 21st-century Fellowship and that will help us to reach new populations of suffering alcoholics, as well as the professional communities who might refer people to A.A. None of these projects — while vital to our future — has come without difficulties, growing pains and expense. Nevertheless, each one helps to point us forward and better position us to help you carry our message of hope and recovery, and the office to meet its public information function.

1) The ERP project, launched in August 2019, is designed to locate the many office-wide business systems onto a singular, integrated platform, ultimately allowing greater flexibility, control, data and accessibility to a multiplicity of users. "My Portal" is replacing FNV and training for area registrars has begun. The learning curve has been steep with the new system and has resulted in unexpected cost overruns, as well as implementation delays for My Portal and other processes. Yet, with the lessons learned through this difficult year, management feels confident the project is now moving in the right direction with the right people, and the necessary steps have been taken to ensure full utilization of the system to maximize the many benefits it will generate for the Fellowship.

2) In November 2019 the new Communication Services department was inaugurated. Evolving out of the Communication Services assignment, the department will be responsible for development, implementation and analytics for the A.A. website, YouTube channel and Meeting Guide app, as well as various communications, digital media projects and initiatives. The new department will act as an internal agency supporting G.S.O., A.A.W.S., AA Grapevine and the General Service Board, a kind of general service hub that will help provide more consistent and more attractive messaging. We expect the department to work closely with the Public Information desk and the Publishing department. Indeed, I am informed that the Communications Service department is already overwhelmed with internal requests. I take that

as a good sign that it is satisfying an unmet need. And now, with our message only being available in the digital space, this department is more important than we could imagine only three months ago. I am pleased to report that our Public Information desk has worked with a variety of third parties to get wonderful A.A. messaging out. The media coverage of A.A. moving to online meetings has been largely positive and helpful.

3) As G.S.O. continues to grow and respond to the needs of the Fellowship, it was determined by G.S.O. management that additional office space would be needed to accommodate necessary expansion. After consultation with a number of architects and space allocation experts, and with the A.A.W.S. board, the best available option became space that opened up on the eighth floor. A lease, running concurrently with our existing space on the 11th floor, was signed, and renovation has begun. It was decided that relocating the Publishing department to the eighth floor would be the least disruptive to the General Service Office. Publishing is scheduled to move into the new space later this spring.

4) In terms of our numerous technology efforts, Grapevine is currently leading the way, with a redesign of its website that was launched in January of this year, with La Viña web pages soon to follow. The G.S.O. website is also in the process of a comprehensive redesign and is expected to launch in 2020. The A.A.W.S. YouTube channel is being populated with PSAs, expanding the reach of the A.A. message. Similarly, AA Grapevine is populating its YouTube channel.

Also, on the audio/video front, we released the "Twelve and Twelve" and the Big Book of *Alcoholics Anonymous* in American Sign Language, and those same two books plus *Living Sober* as audiobooks in three languages. The new ASL translations were undertaken because of an expressed need by the A.A. Deaf community, and the entire process involved input from the Fellowship.

Our Publishing department has enlarged our digital book publications (distributed via Apple, Amazon and Barnes & Noble). Almost all (except a few of the illustrated historical titles) of our book and booklet titles in English, French and Spanish have been converted into e-books. The Big Book and "Twelve and Twelve" are the two most downloaded titles.

And in efforts to expand the reach of A.A. materials via e-book format, the A.A. World Services Board in 2019 approved granting licenses (via amendment to existing licenses) to international A.A. entities to produce and distribute A.A.W.S.-copyrighted e-books in their languages. This was based on a successful "test" that German-speaking Europe undertook with the German Big Book in e-book format.

Finally, the new video "Your General Service Office, the Grapevine and the General Service Structure" is almost ready for distribution, as is a new video about Regional Forums.

We continue our research and development of effective use of search engine optimization (SEO). Let me share an example I experienced of the importance of keywords for SEO, which requires proper labeling of our documents, videos and web pages with keywords. Labeling helps our material and website to be found both on aa.org and in external search engines. The more consistent we are in applying the terms that people are using to find information, the more easily Alcoholics Anonymous will be found by those who need us.

The recent posting of the new video "Young and Sober in A.A.: From Drinking to Recovery" has gotten some great online coverage, thanks to our P.I. desk and team. Because of the inclusion of keywords in the title of the video, in announcements, in a press release and even on the back end of our YouTube channel, aa.org showed up in my search results for "Alcoholics Anonymous," attached to coverage of the new video. This was the first time in about six years of looking that aa.org showed up in my results. Hopefully, the curious and the desperate will now go to our website where they may find hope and help.

Also, we continue our research into Google Ads/Grants for the purpose of providing information about A.A. to the public. This is another project that may reap the benefits of keyword research and search optimization.

Making access to A.A. meetings more readily available has also taken a step forward with the acquisition and ongoing implementation of the A.A.W.S. Meeting Guide app. It is a huge success. The app is generating approximately 250,000 users per month.

Effectively keeping pace with the world around us, while staying close to our Traditions and fundamental principles, is an ongoing challenge for the Fellowship. *Box 4-5-9* recently presented a helpful three-part series on the technology that is changing the way Alcoholics Anonymous communicates, both inside and outside the Fellowship. Overall, how we relate ourselves as a Fellowship to advancing technology is an important question that will continue to demand ongoing attention, financial resources and thoughtful discussion.

Now, let me address our budget deficit for 2019. More detail will be provided by our board treasurer, Leslie Backus. Greg T., our general manager, will also be available to answer your questions. For 2019, our unaudited deficit amount is -$600,000. We had projected a surplus. How did this happen? There are four main drivers: the unanticipated overages in our contracted services to implement our NetSuite system; lawyer fees associated with major contracts (including budgeted 2020 International Convention expenses); the reallocation of La Viña expenses to their accurate categories as a service expense — not a Grapevine expense, where the costs showed up previously; and the overly optimistic sales budgeted for our new book, *Our Great Responsibility*.

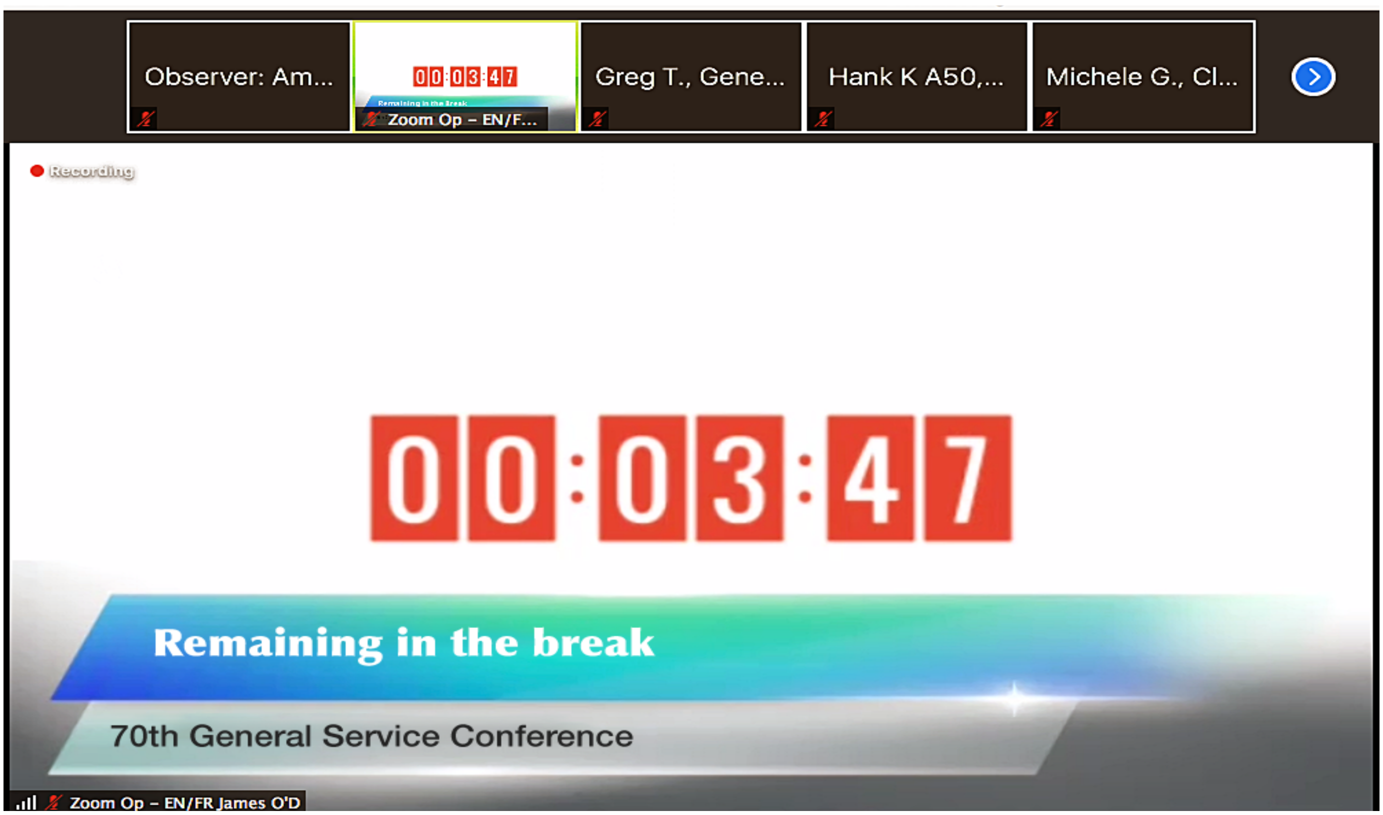
Mitigating the scope of these costs was the wonderful, continuing support of the Fellowship through its Seventh Tradition contributions. We had a record year! We will continue to honor the Fellowship's support by providing the services and publications you tell us that you need to carry the message. As you share your reports with your groups/areas/regions, please express our gratitude for this continuing support.

For 2020, our budget is profoundly impacted, and we will develop a new budget in July when we have a better understanding of our circumstances. We have had to cancel the International Convention. The General Service Conference is being handled digitally. It remains to be decided as to what other in-person events will have to be cancelled or converted to video-conferencing. This comes at a cost as numerous contracts are implicated. We have ramped up our video-conference capabilities, which also has a cost. Book sales are down. In addition, in accordance with the New York governor's and mayor's orders, our employees who are able to are working entirely from home. There is no one in the office to make copies or answer the phones. We are fortunate that we have a reserve equal to about nine months of costs, including wages. We cannot predict how long our society will be shut down nor predict other adverse events. We know that many people are hurting financially. We pray that our employees escape the virus, but there is no certainty for anyone living in New York and New Jersey.

Since the 2019 General Service Conference, Regional Forums have been held in the Northeast, West Central, Southwest and East Central Regions; and one Local Forum was hosted by Area 05 (Southern California) in Los Angeles. Attendance at the 2019 Regional Forums totaled 1,565, including 821 first-time attendees who were able to participate and learn more about our Fellowship services and how the General Service Board, General Service Office, A.A.W.S. and AA Grapevine operate. I was privileged to attend these Forums, and I can tell you that the love for the Fellowship was much in evidence. The discussions were lively and principled. We hope that many more people will become involved in service as a result of attending forums. I enjoy every minute of this service to you. However, two of the four scheduled forums for 2020 have already been cancelled. We are challenged to find an alternative that makes service exciting to both newcomers and those who know nothing about service.

Also, I want to mention that your trustees have attended and participated in many other A.A. events this past year. At many of these events, we strive to expand the Fellowship's knowledge of opportunities for service. In accordance with our strategic plan of outreach, the board looks for non-service events where we might spread the word about the fun and importance of service. For more information on the scope of these events, look at the last page of the General Service Board minutes from each quarter, where an extensive list of trustee travel is noted. Currently, I know many trustees, like you, are attending video-conference meetings and sharing about service when they can.

Throughout the year, G.S.O. and General Service Board representatives have also attended four Zonal Service Meetings (in Argentina, South Africa, Hong Kong and England), as well as a number of other events around the world, including the 31st General Service Conference of Russia; the 30th General Service Conference of Peru; the 47th General Service Conference of Honduras; the 45th Anniversary Convention of Poland; the 50th General Service Conference of India; the First South America Convention in Paraguay; the 23rd National Service Forum of Portugal; the 21st General Service Conference of Cuba; and the 50th General Service Conference of Guatemala. These events and others marked important milestones for the A.A. Fellowship around the world and offered



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many opportunities to exchange valuable experience of how A.A. can continue serving suffering alcoholics wherever they may be.

Since the 69th General Service Conference, the General Service Board has held three General Sharing Sessions, which have covered the topics "Self-Support — Keeping the Fellowship Aware," "Our Lives, Our Unity, Our Function Depends on Communication" and "Our Group Conscience." The presentations each sparked thoughtful discussion, highlighting important issues throughout the Fellowship. Complete copies of these presentations are available and may be requested from the staff coordinator at G.S.O.

The most recent sharing session took place as part of the January 2020 Board Weekend, where the General Service Board welcomed Conference committee chairpersons and the Conference delegate chair, as it has been doing since 1991. During the weekend, delegate committee chairpersons attended an orientation at G.S.O., met with their committee staff secretaries, and participated in sessions of corresponding trustees' committees. The practice of inviting Conference committee chairs to the January board meeting continues to benefit the Conference process in helping delegate chairs fulfill their responsibilities to the Conference and to A.A. as a whole and has enhanced communication throughout the Conference structure. Additionally, at the suggestion of the 2018 Conference Agenda Committee, a scheduled conference call between each Conference committee and the chairs of the corresponding trustees' committees was implemented for the second year in a row to review items submitted as agenda items and to talk about items still being considered by the trustees' committees. By all reports this latest evolution has been well received.

As mentioned previously, another highlight of the year has been the incredible support provided through Seventh Tradition contributions from the Fellowship. The Seventh Tradition remains a cornerstone in any and all discussions about finance, yet beyond the dollars and cents of contributions is the all-important aspect of participation, for which the board is most grateful. We know that a group's first need is to take care of the rent and other basic service expenses that enable its meetings to be held live or digitally, and to support other local A.A. entities such as intergroup/central offices, as well as district and area service committees that work tirelessly to make A.A. resources available wherever they are needed. So, these contributions to the General Service Board from groups and individuals, whether by putting checks in the mail or making online contributions, have great meaning within our structure, as they represent a trust placed in us by the Fellowship to expand on the important work started and maintained in each A.A. group — the work of helping alcoholics get and stay sober.

These, then, are just some of the highlights of a very active year — a year that has caused us to look at the future with greater focus. I encourage you to think creatively about how to carry the message of A.A. in this new world in which we find ourselves.

And so, as we begin our work, let us reaffirm our commitment to carrying A.A.'s lifesaving message. The General Service Conference is a gift passed on to us: it is "our great responsibility." Each of us has an obligation to keep the doors of A.A. open for those who so desperately need it — now and in the future — no matter who they are or where they are from, what their background may be, or what language they speak or sign. Our resolve to communicate effectively with each other both as listeners and speakers — and to bring forward what is best for the future of A.A. and our primary purpose — should be our guideposts and the measure of our successes this week.

I look forward to this Conference, perhaps more than any other in which I have participated. Together we are modelling A.A. servant leadership, and I sincerely thank you for my opportunity to serve this wonderful Fellowship.

Michele Grinberg, Chair

Alcoholics Anonymous World Services, Inc.

Alcoholics Anonymous World Services, Inc. (A.A.W.S.) is a not-for-profit corporation composed of nine directors. Members of A.A.W.S., Inc. are the 21 trustees of the General Service Board, who elect the nine directors responsible for oversight of the General Service Office (G.S.O.). The four main functions of A.A.W.S. are: Services, Finance, Publishing and Archives. Currently A.A.W.S., Inc. holds more than 1,300 copyrights registered with the U.S. Copyright Office and is responsible for licensing A.A. literature to A.A. boards and entities in other countries.

A.A.W.S. directors include two general service trustees and two regional trustees; three nontrustee directors; G.S.O.'s general manager; and the G.S.O. staff coordinator. Essential nonvoting personnel also attend each board meeting to support the work of the board and its committees: G.S.O. services staff, finance director, publishing director, human resources director, G.S.O. archivist, board secretary, and others.

Each year, directors serving on the A.A.W.S. board report to the General Service Conference on A.A. publishing activities, services provided by G.S.O., and other actions undertaken by the board. Collectively, this activity, as requested by the Fellowship, supports the Twelfth Step efforts of members and groups to reach the still-suffering alcoholic and is linked directly to A.A.'s primary purpose.

In this unusual time of the Coronavirus (COVID-19) pandemic, this primary purpose, while remaining constant, has evolved considerably in terms of how we fulfill it. Our year has essentially been split in two: the nearly eight months since the end of the 69th General Service Conference in May 2019 and the few short months since our last A.A.W.S. meeting on March 6, 2020. In this period of time, it seems as if we have operated in two distinctly different realms — one of normal business operations and oversight, and one of completely unprecedented reversal. Our offices had to shut down, with all employees working from home. Our International Convention,

2021 Conference Committee on Trustees

ITEM F.3.9 - "...Projects and Funds" - concern 9 - Funding of 8th Floor project

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GSB Responsibility to Exercise Oversight of the Operating Corporations…

9) "The Eighth Floor project was intended to be funded only from operating accounts. Work was stopped when COVID arrived. Operating funds decreased as a result, and a drawdown from the Reserve Fund occurred. Work resumed after that, raising the question that reserve funds were used for the project. Benefits of the project have not been communicated to the Fellowship.

Please refer to the following memo from the Interim General Manger

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Memo

March 1, 2021

To: Ad-hoc Committee on Motion to Censure

From: Stephanie L., Interim General Manager

Re: 8th floor expansion project

A contract for build out of the 8th floor at 475 Riverside Drive, NYC was signed on July 29, 2019. Construction for the 8th floor expansion project ceased on March 19, 2020 in response to an order by the governor of New York due to declaration of the global pandemic. Construction did restart on June 11, 2020, again, by order of the governor of New York that indoor construction may restart effective that same day with some restrictions.

During the pause of the 8th floor construction project, the General Service Office made a request to the Trustees' Finance and Budgetary Committee for an emergency drawdown of $3 million from the Reserve Fund. This request was due to the decrease in book sales and contributions caused by the global pandemic.

After a review of the cash flow analysis, the committee agreed to forward the request to the General Service Board and the request was approved by the General Service Board on April 30, 2020. The approval of the drawdown was communicated to the Conference in a letter from the General Manager dated May 12, 2020.

2021 Conference Committee on Trustees

ITEM F.3.10 - "... Projects and Funds" - Concern 10 - Printer's Manuscript Litigation

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GSB Responsibility to Exercise Oversight of the Operating Corporations…

10) Printer's Manuscript litigation – "No individual, or collective Tenth Step, has been apparent. During these events there was undeniable, and seemingly habitual, lack of transparency; to date, there has been no reconciliation with the Fellowship."

Please refer to the following from the 68th General Service Conference Report (pp 30-36):

General Service Board Report — ADDENDUM 1
General Service Board Report — ADDENDUM 2

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ing policy, these items will come forward to future Conferences.

These, then, are just some of the highlights of a very active year — a year that has brought the future into greater focus and that culminates in the discussions that will take place here this week as we search for an informed group conscience on the many matters before us.

And so, as we begin our work, let us reaffirm our commitment to carrying A.A.'s lifesaving message. The General Service Conference is a gift passed on to us, and each of us has an obligation to keep the doors of A.A. open to those who so desperately need it — now and in the future — no matter who or where they are, what their background may be, or what language they speak or sign. Our resolve to communicate effectively with each other and to bring forward what is best for the future of A.A. should be our guidepost and a measure of our success this week. A.A. is, indeed, a solution for all generations.

I look forward to an extremely productive and rewarding week, and I sincerely thank you for my opportunity to serve this wonderful Fellowship.

Michele Grinberg, Chair of the General Service Board

inconvenience and the uncertainty of continuing litigation. Legal fees, court costs, storage and insurance of the manuscript and a retainer for communications counsel were paid out during 2017, totaling $287,177. In 2018, total fees and charges have been paid out in the amount of $30,525; on February 27, 2018, the agreed settlement of $135,000 was paid to the holder.

Turning now to our role as principal planners and administrators (Concept VIII), the board developed its strategic plan, presented in 2016 and continuously reviewed by the board, to help us focus our limited time and energy in remaining a solution for all generations. Much of the board's focus this year has been on communication. We have an overarching or "umbrella" goal of reaching out the hand of A.A. to all who suffer from alcoholism. One of the particular sub-goals is to improve the effectiveness of our communications to the different populations we serve, as well as communications within our boards and corporations. As many of you know, this led us to work with Impact Collaborative, a professional communications firm, on a comprehensive communications audit. Impact Collaborative has participated in a number of A.A. events throughout the past year, gaining valuable insight into how the Fellowship operates and interacts at all levels, and they are with us today, invited as observers to attend this Conference. In January, our consultants observed and preliminarily reported to us two key points related to helping the still-suffering alcoholic: our message is getting muddied when you look for A.A. in the digital world. Two, our materials for professionals who can guide suffering alcoholics to A.A. are often antiquated and not presented in the language that professionals use. These two ideas, among many more that we will be hearing about this summer, will provide valuable background material as the board and the affiliate corporations think about and make recommendations. You will be hearing more this summer. Of course, as the board develops recommendations affect-

General Service Board Report — ADDENDUM 1

April 6, 2018

Summary

This is a timeline and disclosure of events and decision points regarding the original Printer's Copy Manuscript of *Alcoholics Anonymous* (the Manuscript), gifted by Barry L. (BL) to the General Service Office (GSO) Archives in a letter of April 10, 1979. The timeline covers the period from October 8, 2016 (the first Board-level communication regarding the gift of the Manuscript, brought to the attention of the general manager [GM] of the General Service Office and the Board chairs) to April 3, 2018 (the receipt of the final audited accounting from GSO Finance and the independent auditor).

Timeline

On October 8, 2016, a Class B trustee director of the Alcoholics Anonymous World Services, Inc. (AAWS) Board informed the general manager, AAWS Board chair and General Service Board (GSB) chair that he was aware of the existence of a gift letter from Barry L. to GSO dated April 10, 1979. The trustee explained the history of the letter making the gift as he understood it; that he believed that GSO had never obtained or held the Manuscript and that the AAWS Board had never fully and officially informed GSB of this situation, dating back to when he first learned about it in 2009.

As a result, the GM asked for and received background from the director of Archives. The Manuscript had indeed been gifted in the 1979 letter; GSO had paid for some preservation work on the physical Manuscript (in May 1979); it was returned to BL for his keeping until his death, when it would be transferred to GSO Archives. We have since become aware of a talk by BL in Montreal in July 1985, where he mentioned that the Manuscript would come to AAWS upon his death. However, following BL's death later in 1985, the Manuscript was not transferred to GSO Archives. The 1979 gift letter was filed (possibly misfiled, certainly "lost") until discovered by GSO Archives staff while reorganizing office files in September 2007, at which time it was brought to the attention of the then Archives director and general manager. By that time, the Manuscript had been sold twice in public auction (most recently in July 2007).

The subject was not discussed at January 2017 GSB Weekend only because other urgent matters were on the agenda for the Board. There was no perceived time urgency attached to this topic.

In April, GSO heard directly from the current holder of the Manuscript (Holder), that he intended to exhibit the Manuscript in New York City and place the Manuscript for auction on June 8, 2017 in Los Angeles, CA. This was public information, covered by the press, and the Holder again contacted GSO Archives by email to share press releases about the upcoming auction.

In April, the GM approached legal counsel (the firm that handles intellectual property and other legal matters for AAWS) to request a review of the currently available background and for options to assert a claim of legal title, if any. In May, shortly after the conclusion of the General Service Conference, the GM asked legal counsel for a progress report; and on May 11, 2017, the GM informed the new GSB chair that such a legal review was underway.

Counsel responded on May 12 that there was an urgent factor of time involved, which could involve the Board; that is, the Manuscript would be in New York and on exhibit for three days, May 18-20. New York law would allow a legal action on behalf of AAWS, a New York corporation, seeking recovery of a gift made in New York; to hold the Manuscript in New York and to stop or postpone the auction. The GM informed the chairs of the GSB and AAWS of the substance and timing issues related to counsel's opinions. If action were to be taken, the court papers must be filed by Friday, May 18.

After hearing from legal counsel, the General Service Board chair sent out a call for a special meeting. This was the first notice most Board members had about the Manuscript and our potential claim of ownership of same.

On May 16, 2017, the General Service Board held a special meeting via conference call. The Board engaged in a lengthy discussion of the issues surrounding the original Printer's Copy Manuscript of *Alcoholics Anonymous*, including a recap of its history, the documentation held by the office, the fact that it had been auctioned twice and printed as a book (*The Book That Started It All*, Hazelden) with no assertion of copyright ownership by AAWS. The passage of time and the previous silence of AAWS meant that legal action would be necessary to resolve the ownership of the Manuscript. The principles of Alcoholics Anonymous and the role and responsibilities of the General Service Board were discussed, both legal and spiritual, and every trustee was given the opportunity to share. AAWS also met and took a separate vote unanimously agreeing that we should attempt to recover our property in this case.

The Board unanimously decided to request a temporary restraining order (TRO). This meant, if the request was granted, that the sale of the Manuscript would not go forward in June, and the manuscript would remain in New York for the time being. The Court granted the request and a temporary restraining order on May 18.

All seated members of the General Service Conference were informed of the Board's actions in an email sent out by the GM on May 19.

Negotiations between attorneys commenced immediately and continued for the balance of May and through June. The Board agreed to delegate to a subcommittee of trustees the ability to communicate with the general manager and our counsel as to potentially acceptable terms of settlement (all of which would have to be brought to and the Board for final approval).

Before the first scheduled court date, the parties (i.e., AAWS and the Holder of the Manuscript) by mutual agreement presented a stipulated order to the court, agreeing that the Manuscript would be stored during the pending litigation in a secure archival facility (at AAWS expense), and the sale would be paused while the parties attempted to resolve the matter on mutually agreeable terms. The court signed the order on July 7, 2017.

At the July 2017 GSB Weekend, the Board was updated on the stipulated order and a more detailed discussion was held by the Board, with counsel present via telephone. Again, legal issues and A.A. principles were brought forward; the Board decided to continue its negotiation with the Holder. An update on the status from the GSB chair was sent by email to the Conference membership on August 9.

The chair of the AAWS Board sent a further update to Conference members on September 1.

The attorneys continued at a typical lawyer's pace (given their caseloads and all the clients they work for) to discuss the matters and to seek resolution. A few times, prior to November 1, the Holder's lawyer requested further time to permit him to avoid filing various pleadings which would drive up his costs; and each time, we consented.

Following the October Board meeting, counsel was notified that the Boards felt that Alcoholics Anonymous was better served by our voluntarily dismissing the action. The Holder's counsel was notified, and he took the steps he felt necessary on behalf of his client, including filing an answer with the court. Negotiations then followed to address the Holder's claim of costs and fees. The general manager sent an update to the Conference membership on November 28.

Confidential negotiations continued and were discussed at the January 2018 Board meeting. The Board agreed, as did AAWS, to pay the Holder $135,000 to satisfy his demand for fees and costs and to enter into an agreed, joint dismissal order.

An update was sent February 20, 2018 by the GM to General Service Conference members to announce the settlement. The stipulated order of dismissal and settlement and mutual release agreement were filed in New York State Supreme Court on February 21, 2018.

The agreed upon reimbursement to the Holder of reasonable legal costs and expenses, per the settlement agreement, was paid February 27, 2018.

Legal and other costs related to Manuscript litigation were paid as they became due from June 2017 through March 2018. Total costs are set forth below.

Notes

Parallel to GSB meetings and discussions, AAWS, Inc., as the operating corporation of the General Service Board, was also kept informed and the directors' input sought and reported back to GSB through the trustee members of the corporate board. The General Service Board retained full and final authority to take any and all actions and approve any and all terms of settlement in the matter.

Both parties negotiated through their counsel in good faith throughout. We came to the settlement agreement with the good of Alcoholics Anonymous in mind. The joint settlement agreement was filed "with prejudice," meaning the action and claims are at an end for both sides.

It was necessary for the Board to respect confidentiality and attorney-client privilege throughout the ten-month period of activity in this matter. Out of respect for their interests, both parties are still bound by the terms, though the Holder understands and agrees that the General Service Board is obligated to disclose the timeline of its actions and decisions, as well as the costs involved in bringing this matter forward and finally resolving it.

To help with matters of coordination and communication, the office engaged the services of Rubenstein Communications, a public/media relations consulting firm in conformance with prudent business practices, at a cost reported below.

As set forth above, the office and the Board(s) communicated periodically with the General Service Conference and reported on the matter (under strictures of confidentiality and attorney-client privilege) to four Regional Forums during the period. Regional trustees also fielded questions and correspondence from the Fellowship during the duration of the matter. The GSO Public Information desk was assigned the responsibility to field all inquiries from media, public and Fellowship regarding the pending legal matter.

The full history of the original Printer's Copy Manuscript itself — what it is exactly, that it came into possession of Lois W. and was subsequently gifted by her to Barry L., etc. — and what the office and previous Boards did or did not know, decided or did not decide in relation to asserting right of ownership by AAWS for the GSO Archives, is not entirely known at this time, but what is known is available from various documentary sources. The purpose of this document is not to justify any claim in that regard but to outline the facts of the past ten months (May 2017-February 2018) and to answer many questions that have arisen regarding thinking and actions in that time frame.

There will no doubt be some additional questions asked by the General Service Conference; management and the Board will do their utmost to provide full disclosure in these further discussions, except when to do so might harm the Holder or others.

Financial disclosure

Total costs and expenses related to the Printer's Copy Manuscript action and settlement include the following:

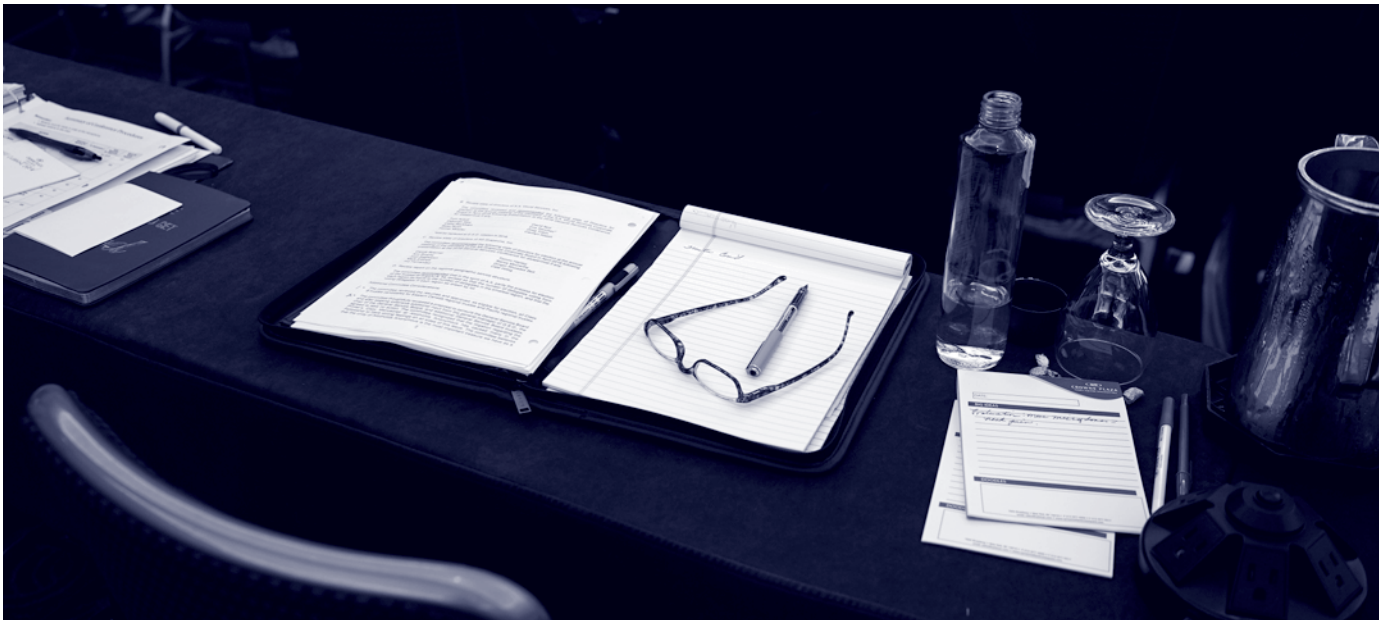
1. Pre-litigation attorneys' fees:	81,000
2. Litigation fees and court costs:	204,672
3. Crozier storage and insurance fees	10,030
4. Total attorneys' fees, court costs, storage and insurance:	295,702
5. Rubenstein Communications — retainer: (Billed separately, directly to AAWS)	22,000
6. Settlement reimbursement to Holder:	135,000
7. **TOTAL OF ALL COSTS** in the matter:	**$452,702**

Legal fees, court costs, storage and insurance of the Manuscript and a retainer for communications counsel were paid out during 2017, totaling $287,177. In 2018, total fees and charges have been paid out in the amount of $30,525; on February 27, 2018, the agreed settlement of $135,000 was paid to the Holder.

Respectfully submitted,

Michele Grinberg
Board Chair
General Service Board

G. Gregory T.
General Manager
General Service Office of Alcoholics Anonymous



General Service Board Report — ADDENDUM 2
Conference Printer's Copy Manuscript Litigation

Communications to the General Service Conference

This is a log of the messages that were sent to all members of the General Service Conference on the dates noted.

From the general manager of the General Service Office, Greg T.

May 19, 2017

Dear General Service Conference member,

I'm writing to inform you of recent actions taken by the General Service Board and the

A.A. World Services, Inc. Board of Directors to secure the 1939 Printer's Copy of the Manuscript of *Alcoholics Anonymous*, our Big Book. The Printer's Copy (also called the working Manuscript) has handwritten notes from Bill W. and others and shows the evolution of what became the first published edition of the Big Book.

The Manuscript was gifted to AAWS by Barry L., an A.A. member who had received the Manuscript from Lois W., the widow of Bill W., a co-founder of our Fellowship.

Although AAWS possessed the letter in its files at the time of Barry L.'s death in 1985, no one within the organization was aware of the gift or of our right to ownership until the letter was found in our archives in 2007.

We recently learned that the Manuscript was going to appear at public auction in June. Because the Manuscript undeniably belongs in the GSO Archives, we have requested and were granted a temporary restraining order by New York State Supreme Court to prevent the Manuscript from being sold.

Pursuing litigation is not something to be taken lightly. As you know, within our Traditions and Concepts, and expressed succinctly in the Preamble is the principle that we shall do nothing to incite public controversy. We focus strictly on carrying the message of recovery to still-suffering alcoholics and serving the A.A. groups. However, as part of the General Service Board's and AAWS's fiduciary responsibility and to protect and preserve the Manuscript in our archives — for A.A. groups, individual members and for future generations — the Board took the action described above.

It is important that the members of our Conference, as representatives of the A.A. groups of the United States and Canada, know what steps both AAWS and the General Service Board have taken.

We ask that *all* inquiries you may receive concerning the Printer's Copy of the Manuscript of the Big Book be forwarded to the Public Information coordinator, Clay R. His direct line is (212) 870-3119, and his email is publicinfo@aa.org.

We have requested each trusted servant (trustee, delegate, director) and employee in our office to use common sense and discretion, and not to attempt to answer questions concerning this ongoing matter, but simply to refer questions to the P.I. desk of the General Service Office, as noted above.

With gratitude for your service to Alcoholics Anonymous,

G. Gregory T.
General Manager
General Service Office of Alcoholics Anonymous

From the chair of the General Service Board, Michele Grinberg

August 7, 2017

Dear members of the General Service Conference,

At the most recent Board Weekend, General Service Board received an update on the pending legal matter in executive session with counsel present. While

I cannot share that discussion, I can share some new information that will keep you current with our actions to date.

The court has entered a stipulated order, as proposed and agreed to by both parties, which requires defendant (Mr. Kenneth R.) not to transfer or sell the Printer's Copy Manuscript of *Alcoholics Anonymous* for the duration of the matter.

The August 2 hearing (noted in the judge's initial order granting the temporary restraining order) did not occur, upon agreement of the parties and the court. The court has recently set the next status conference for October 11, 2017.

The Manuscript is now in secured storage at Crozier Fine Arts. Both Profiles in History (the auction house) and Questroyal Fine Arts (the gallery that had displayed the Manuscript) have been dismissed from the matter.

Please note: All filings in the case are a matter of public record.

The discussions of the legal situation within the Board and with counsel, however, remain confidential and privileged, so this is as much as can be shared at this time.

On behalf of the General Service Board and A.A. World Services, I wish to thank you for your ongoing engagement, all your questions and expressions of concern, and your love for our A.A. Fellowship and the Legacy of A.A. Unity. While some of you may disagree with our actions from time to time, please be assured that each Board member loves A.A. and is acting in good faith as a trusted servant in accordance with Tradition Two, as discussed in the Concept Seven essay.

The Public Information desk at the General Service Office continues to be the primary source of communication about this legal matter, both within and outside the Fellowship. We ask that you direct your comments there, so that we can gather your thoughts in an orderly manner. All communications about this matter received as of July 27 have been provided to all Board members.

With much gratitude for your service to Alcoholics Anonymous,

Michele Grinberg
Class A Trustee
Chair of the General Service Board

From the chair of the A.A. World Services, Inc. Board of Directors, Richard P.

September 1, 2017

Dear Conference members,

Regarding the litigation underway concerning the Printer's Copy Manuscript of *Alcoholics Anonymous,* we feel that a response is in order to the various concerns and comments sent to the office and to the General Service Board, as well as those not addressed directly to us but communicated within the Fellowship.

Michele Grinberg's letter to you of August 9, 2017 addressed the most recent developments that we could share with you, to keep you as informed as possible. All of us understand that it would be inappropriate to discuss legal matters outside the context of the case and outside the attorney-client relationship. The issue that has arisen for us, of course, is our traditional practice of full and open disclosure of the Board's handling of the business of Alcoholics Anonymous guided by the Twelve Concepts for World Service, which has served us all for six decades.

Tradition One states, "Our common welfare should come first; personal recovery depends upon A.A. unity." In all deliberations and actions, the Board keeps A.A. unity clearly in the forefront. In that spirit, I wish to share these reflections:

- In the context of ongoing legal actions, anyone who is consulted could potentially be drawn in as a witness to the lawsuit. Therefore, our decision to refrain from discussing certain details of the case outside of public filings is in the interest of the members of the Fellowship and the Conference.
- Most aspects of the case are public record. However, some elements are not, and there is information we cannot provide without jeopardizing ongoing efforts toward resolution. To this end, discussion and reporting beyond the public record is being suspended for now. This deferral to a later time is in no way intended to thwart deliberation or communication, but rather to protect the integrity of the matter.
- Our Society holds precious the informed group conscience. At every step of this matter we are taking great pains to consider all elements, majority and minority viewpoints, prior facts and actions. We recognize that, in the absence of all the information, some members and trusted servants, present and past, are likely missing elements vital to the formation of a fully informed perspective. We are also committed to the principle of complete candor to the court, if and as the case moves forward. We very much look forward to a time when we can report out to the Fellowship in keeping with our Third Concept.
- We recognize that the Concepts advise that consultation is almost always desirable. However, the timing and procedures that exist for action may not always allow wide and thorough consultation. It is at such a time that delegated authority must be used with great deliberation and caution.
- We very much appreciate that the Right of Decision carries with it a duty to report fully, which we will do as soon as the matter is resolved in a manner that allows us to report fully.
- The Board is listening to all perspectives, and, in accordance with our principles, we are making decisions through careful debate and deliberation, with substantial unanimity, always seeking to obtain an informed group conscience.

Indeed, it has been frustrating both for the Fellowship and for trustee members of the General Service Board to suspend wider discussion, as this is such an important issue.

I am sure you appreciate that good arguments are being made on all sides, informed by the Concepts as most good discussions are at the General Service Conference and within our boards. Our hope is that this eventually leads to a full policy-level discussion about the Board's role in protecting the A.A. name and intellectual property (i.e., copyrights and trademarks); and we are proceeding with caution, recognizing the potential benefits and liabilities to the Fellowship as best we can, based on ongoing informed discussion and consultation.

I am a member of Alcoholics Anonymous who loves this Fellowship, as do all who are expressing both their support and their disagreement with the Board's action in this matter. Despite the current limit on communications from the Board, for the reasons stated here, I would hope that fair and open-minded members would give us the opportunity to serve to the best of our abilities and handle our delegated responsibilities with proper care.

The General Service Conference will certainly have the opportunity to express its group conscience when you receive the Board's full reporting upon the resolution of the legal action.

It is an honor and a blessing to serve Alcoholics Anonymous, under a higher power as we may seek to understand that higher power, which will guide us to make the best informed, most principled decisions we can.

Yours in service,

Rich P.
Northeast Regional Trustee
A.A. World Services, Inc. Director and Chair

From the general manager of the General Service Office, Greg T.

November 28, 2017

Dear General Service Conference members,

Last evening, legal counsel for A.A. World Services, Inc. and the General Service Board moved on behalf of the boards in the legal matter of the Printer's Copy Manuscript:

A.A. World Services, Inc. (AAWS) has applied to the New York State Supreme Court to voluntarily dismiss its case related to the 1939 Printer's Copy Manuscript of *Alcoholics Anonymous*, our Big Book. AAWS maintained, and continues to maintain, that the Manuscript rightfully belongs to AAWS, pursuant to a specific, irrevocable gift that was conveyed by Barry L. In addition, for all of the reasons given by AAWS in its initial papers in May, temporary restraints were fully appropriate and supported by law, given (among other things) AAWS's superior claim to title, the singular nature of the Manuscript, and the impending auction and anticipated removal of the Manuscript from New York.

Since the time that this action was filed, AAWS has decided that it is no longer in our best interests to pursue this litigation, despite the uniqueness of the document and AAWS's clear ownership right. The time and expense of engaging in protracted litigation has become too significant a distraction from AAWS's and the General Service Board's responsibility as the organized service structure of our Fellowship, whose primary purpose is assisting recovering alcoholics.

We understand that, in this day of instant communication, many interested members of the Fellowship have already received notification of the court filing, and we apologize for that. The office is committed to sharing information with Conference members as soon as we responsibly can.

With warm A.A. regards, in service,

G. Gregory T.
General Manager
General Service Office of Alcoholics Anonymous

From the general manager of the General Service Office, Greg T.

February 20, 2018

Dear General Service Conference Members:

For some time, the General Service Board has been involved in litigation concerning the Printer's Copy Manuscript of Alcoholics Anonymous. The Board has been in communication with Conference members throughout the year, whenever possible, and many of you have shared your thoughts on this matter. In our continuing effort to keep you up to date, we are pleased to share the following information relative to the successful resolution of this litigation.

Today a stipulation was filed with the New York State Supreme Court by AAWS to voluntarily dismiss the case between Alcoholics Anonymous World Services, Inc. and the holder of the 1939 Printer's Copy Manuscript of *Alcoholics Anonymous*, our Big Book.

This stipulation was submitted in conjunction with the parties agreeing to settle and mutually release each other from the litigation.

The parties have reached an agreement and believe this to be in their best interests. The General Service Board of Alcoholics Anonymous has approved a settlement and mutual release agreement in order to avoid the further expense, inconvenience, and uncertainty of continuing litigation. As the result of the agreement, AAWS waives any claims to ownership of the Manuscript and will pay $135,000 to reimburse a portion of the holder's out-of-pocket costs, expenses and legal fees associated with the action.

The Boards understand that some members of the Fellowship will have many further specific questions about this legal issue. The Boards will be prepared to

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discuss their decisions and actions in the near future. At this time, we ask that you direct any questions and comments about the settlement to the Public Information desk at the General Service Office, so that all inquiries can be captured and responded to appropriately.

Looking forward to continuing discussion on this important matter.

Yours in service and fellowship,

G. Gregory T.
General Manager
General Service Office of Alcoholics Anonymous

Alcoholics Anonymous World Services, Inc.

Alcoholics Anonymous World Services, Inc. (A.A.W.S.) is a not-for-profit corporation composed of nine directors. Members of A.A.W.S., Inc. are the 21 trustees of the General Service Board, who elect the nine directors responsible for oversight of the General Service Office (G.S.O.), group services, printing and distribution of Conference-approved literature and service material. A.A.W.S. holds copyrights in A.A. literature, and is responsible for translations of A.A. literature, including titles licensed to A.A. boards in other countries.

A.A.W.S. directors include two general service trustees and two regional trustees, three nontrustee directors, G.S.O.'s general manager and staff coordinator. Essential nonvoting support personnel attend each board meeting: G.S.O. services staff, finance director, publishing director, human resources director, G.S.O. archivist, board secretary, and others.

Each year, directors serving on Alcoholics Anonymous World Services, Inc. report to the General Service Conference on A.A. publishing, group services provided by G.S.O., and other activities linked directly to A.A.'s primary purpose. I am privileged to present this report on behalf of my fellow directors. The purpose of the publishing activities and group services provided by A.A.W.S. and G.S.O., as requested from the Fellowship, is to support members' and groups' Twelfth Step efforts to reach the still-suffering alcoholic. The structure, composition and responsibilities of Alcoholics Anonymous World Services, Inc. are described in Chapter 10 of *The A.A. Service Manual*.

The A.A.W.S. Board has met seven times since the 67th Conference to receive reports from G.S.O. management and staff, review updates on services, track progress on implementation of Conference and board recommendations related to A.A.W.S., review financial reports, price new and revised publications, consider publishing operations and G.S.O. administrative matters, discuss requests from A.A. members and non-A.A.s seeking permission to reprint A.A. copyrighted literature, and to address other pertinent matters. (Concurrent with the seven board meetings, the A.A.W.S. Board met twice to conduct strategic planning sessions.)

The A.A.W.S. Board utilizes the committee system to address extensive agendas, to gather background material, and to consider requests of various kinds. The board, in turn, discusses committee reports and votes on any recommendations presented by board committees in these reports. In addition, the board conducts long-range and strategic planning. Committees of the A.A.W.S. Board are: Technology/Communication/Services, which addresses the needs of service assignments, reviews G.S.O. communications with the Fellowship, and oversees G.S.O.s A.A. website; Publishing, which reviews sales results, format requests, reprints, international translations of literature and other publishing matters; Finance, which oversees budgeting and financial results and considers self-support matters; Internal Audit, which reviews all internal audit processes and documentation and sets parameters for any audit changes; and Nominating, which recommends candidates for A.A.W.S. nontrustee director and general service trustee vacancies.

A number of ad hoc board subcommittees have worked on specific issues throughout the year: Self-Support, which reviewed self-support materials and continues to develop new approaches to enhance the board's self-support communications with the Fellowship; Literature Discounts,

2021 Conference Committee on Trustees

ITEM F.3.11 - “Lack of Financial Transparency (and Transparency in General)”

– concern 11 Drawdowns

Note from General Service Board:

"The total amount of drawdowns for the reserve fund was actually $4 million."

GSB Responsibility to Exercise Oversight of the Operating Corporations…

11) Drawdowns from the Reserve Fund in the amount of $4.5 million have occurred. There has been no clear accounting to the Fellowship regarding how those funds were used.

Please refer to the following documents:

1. Projected cash flow report created by the interim CFO and reviewed by the GSB prior to making the decision to draw down from the reserve fund
2. Email from the new CFO regarding financial information
3. May 12, 2020 Communication to members of the 70th General Service Conference

TRUSTEES
Item F
Doc. 3.11.1

CASH FLOW REPORT
AAWS, INC.
JANUARY-JULY 2020

	THREE MONTHS 2020	APRIL 2020	MAY 2020	JUNE 2020	JULY 2020
Operating Accounts	$ 1,151,934	$638,000	($587,094)	($1,364,467)	($1,856,935)
Convention Account	$ 1,413,712	$2,311,371	$2,202,151	($1,548,096)	($1,548,096)
Beginning Cash	$ 2,565,646	$ 2,949,371	$ 1,615,057	$ (2,912,563)	$ (3,405,031)
GROSS SALES	$3,549,002	$234,446	$386,288	$425,538	$622,898
DISCOUNTS ALLOWED	$47,655	$3,148	$5,187	$5,714	$8,364
NET SALES	$3,501,347	$231,298	$381,101	$419,824	$614,534
COST OF LITERATURE DISTRB					
MANUFACTURING	$849,705	$56,131	$92,485	$101,883	$149,135
GROSS MARGIN FROM LITERATURE	$2,651,642	$175,167	$288,616	$317,941	$465,399
gross margin percentage	75.7%	75.7%	75.7%	75.7%	75.7%
SHIPPING/WH/SUPPLIES	$449,561	$29,698	$48,932	$53,904	$78,904
GROSS PROFIT FROM LITERATURE	$2,202,081	$145,469	$239,684	$264,037	$386,495
gross profit percentage	62.89%	67.31%	62.89%	62.89%	62.89%
CONTRIBUTIONS RECEIVED	$2,012,267	$536,764	$488,050	$404,600	$606,000
TOTAL REVENUE	$4,214,348	$682,233	$727,734	$668,637	$992,495
SALARY & BENEFIT EXPENSES:					
SALARIES	$2,097,686	$610,000	$610,000	$610,000	$915,000
PAYROLL TAXES	$186,634	$65,000	$65,000	$65,000	$100,000
INSURANCE	$337,367	$112,456	$112,456	$112,456	$112,456
RETIREMENT EXPENSE	$82,481	$27,000	$27,000	$27,000	$27,000
SUBTOTAL SALARY & BENEFIT EXPENSES	$2,704,168	$814,456	$814,456	$814,456	$1,154,456
OPERATING EXPENSES:					
OTHER PROGRAM PRINTING	$2,541	$20,000	$20,000	$1,000	$1,000
MAILING, LABOR ETC	$13,223	$8,000	$8,000	$4,000	$8,000
POSTAGE & EXPRESS	$22,005	$24,000	$68,000	$7,000	$7,000
EDITORIAL SERVICES	$12,021	$4,000	$4,000	$4,000	$4,000
OTHER LITERATURE ASSIST	$1,250	$400	$400	$400	$400
SELLING EXPENSES	$40,107	$12,000	$72,000	$12,000	$12,000
PROFESSIONAL FEES	$147,320	$40,000	$40,000	$40,000	$40,000
CONTRACTED SERVICES	$527,915	$110,000	$110,000	$110,000	$75,000
OCCUPANCY	$242,890	$80,000	$80,000	$80,000	$80,000
TELEPHONE	$32,304	$10,000	$10,000	$10,000	$10,000
FURNITURE & EQUIP MAINT.	$7,931	$2,500	$2,500	$2,500	$2,500
FURNITURE & EQUIPMENT- Depreciation	$8,531	$2,750	$2,750	$2,750	$2,750
STATIONERY & OFFICE EXPENSE	$25,297	$8,000	$8,000	$8,000	$8,000
OFFICE SERVICE & EXPENSE	$131,907	$25,000	$25,000	$25,000	$25,000
TRAVEL, MEALS, & ACCOMODATIONS	$166,703	$0	$200,000	$0	$0
BAD DEBTS	$0	$0	$0	$0	$0
SUBTOTAL OPERATING EXPENSES	$1,381,945	$346,650	$650,650	$306,650	$275,650
TOTAL EXPENSES	$4,086,113	$1,161,106	$1,465,106	$1,121,106	$1,430,106
INCOME (LOSS) FOR PERIOD	$128,235	($478,873)	($737,372)	($452,469)	($437,611)
OTHER OUTFLOWS					
ERP System	($63,950)		($20,000)	($20,000)	($20,000)
New Website	($42,474)		($20,000)	($20,000)	($20,000)
8th Floor Construction	($274,600)				
Inventory, Fixed Assets, Prepaid, ect	($261,145)				
Open Payables - As of April 23, 2020		($746,221)			
Convention Registrations, Other	$1,045,410	($1,736)			
Convention Expenses	($147,751)	($107,484)			
Convention Refunds			($3,750,247)		
SUBTOTAL OTHER OUTFLOWS	$255,490	($855,441)	($3,790,247)	($40,000)	($40,000)
Operating Accounts	$638,000	($587,094)	($1,364,467)	($1,856,935)	($2,334,546)
Convention Account	$2,311,371	$2,202,151	($1,548,096)	($1,548,096)	($1,548,096)
Ending Cash	$2,949,371	$1,615,057	($2,912,563)	($3,405,031)	($3,882,642)

BOX 459
VIRTUAL CONFERENCE
CATALOG

TRUSTEES
Item F
Doc. 3.11.2

From: **Konigstein, Paul** <konigsteinp@aa.org>
Date: Mon, Feb 22, 2021 at 10:26 AM
Subject: RE: Southeast Delegates Get Together 2021
To: Conference <conference@aa.org>, Sandra W. <sandraw@aa.org>, L, Stephanie <lyless@aa.org>
Cc: Cathy B. >, Josh E.
(stepsntraditions@gmail.com) <stepsntraditions@gmail.com>

Patrick,

In general, please respond to inquiries from the fellowship regarding financial information to by directing the member to the financial section of the Quarterly Report which may be found on our website at:
https://www.aa.org/pages/en_US/quarterly-report-from-gso

As the name suggests, this information is updated quarterly. Financial information is reviewed and approved at each quarterly meeting of the General Service Board. An updated Quarterly Report is posted to the website after Board approval.

Regarding this specific inquiry, please inform the member that a discussion of AA cash flow will be included in the Trustees Finance Report to the 71st GSC.

Thank you,

Paul Konigstein
Chief Financial Officer
General Service Office of A.A.
475 Riverside Drive
New York, NY 10115
konigsteinp@aa.org
(212) 870-2130
www.aa.org

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"These are the facts of our history that show the need at all times for a safe reserve fund in the Foundation. This is the money that guarantees the operation of A.A.'s world services, rain or shine."

—*The Language of the Heart*, page 139

May 12, 2020

Dear Conference members,

With so much happening over these past few weeks – including intense preparations for the 70th General Service Conference, committee meetings, board meetings, and other ongoing work in the office (in a virtual/telework environment) – the landscape across our organization seems to change every day.

Among these shifts have been the realities of our own financial situation. It's no secret that businesses and organizations from every sector have felt the economic impacts of this global health crisis, and we are no different. As a result, due to steep declines over the past two months in revenue from group contributions and literature sales, management and the boards have increased our focus on costs and expenses of office operations.

To that end, on April 22, the General Service Office made a request to the Trustees' Finance and Budgetary Committee and its chair, Leslie Backus, for an emergency drawdown of $3 million from the Reserve Fund. This request was due to the decrease in book sales and contributions caused by the global pandemic. After a review of the cash flow analysis, the committee agreed to forward the request to the General Service Board. On Thursday, April 30, the General Service Board approved the $3 million Reserve Fund drawdown. Over the past week the office has begun that process and will continue to access funds as they become liquid in our bank accounts.

The decision was made after reflecting upon the primary principle behind the prudent Reserve Fund that A.A. has maintained for decades: "To provide the financial resources necessary to continue the services of G.S.O. and the Grapevine in the event of emergency or disaster… " (The A.A. Service Manual, page S72). The coronavirus (COVID-19) pandemic, especially in New York City and the downstate region, is a true public health emergency. State and City regulations have restricted the operations of non-essential businesses since March. Our office at 475 Riverside Drive has been shut down to the nonprofit tenants since Friday, March 27, when we moved to 95% telework status for our employees, and there are no immediate indications of when this will change.

Further, the unexpected financial situation brought on by the public health crisis has required several layoffs or temporary furloughs of workers in roles that can no longer be covered by salary continuation. While this has been an incredibly difficult decision, our goal and responsibility is to maintain a sustainable, responsive organization to serve A.A.'s needs and requirements.

In addition to the objectives noted above, we are now focused on providing support for our General Service Conference, which will take place Saturday, May 16 to Tuesday, May 19. We will be utilizing a virtual platform to conduct Conference business, and our team has been demonstrating an "all hands on deck" approach to ensure that the event is successful for the Fellowship of Alcoholics Anonymous. While this is not something we envisioned even a few months ago, I am so proud of the resiliency and incredible work that has gone into planning. More discussion and reports on G.S.O. and AA Grapevine finances will be shared with you at the Conference.

This information and all that will be reported at the Conference are intended to be shared with the Fellowship, to keep the groups informed on Seventh Tradition funding of needed services, so that a true group conscience can be achieved in this difficult time for all.

Sincerely, in love and service,

G. Gregory T.
General Manager

2021 Conference Committee on Trustees

ITEM F.3.12 - “Lack of Financial Transparency (and Transparency in General)”

– concern 12 – Breakdown of Consultants

GSB Responsibility to Exercise Oversight of the Operating Corporations…

12) Consultants have been hired at the office with no communication to the Fellowship about costs and benefits.

Note from the General Service Board:

“Given the complex, varying and time-limited activities and projects undertaken by GSO for which hiring employees would be impractical, the office regularly uses consultants. This includes auditors, accounting firms, IT specialists, lawyers, media specialists and designers, among others. The AAWS Board of Directors reviews a detailed report of these expenses at each of their regular meetings. They ask questions about the need and expenditure for consultant and professional services where appropriate.”

2021 Conference Committee on Trustees

ITEM F.3.13 - “Lack of Financial Transparency (and Transparency in General)”

– Concern 13 Estimate of VRIP participants

GSB Responsibility to Exercise Oversight of the Operating Corporations…

13) Retirement program (VRIP) – “[Twenty] GSO and the Grapevine employees accepted the retirement offer…We were told it was anticipated that maybe four or five people would accept the retirement offer.” “The voluntary retirement program is intended to realize cost savings, while in the short term it is in fact costing hundreds of thousands of dollars. The human price for these cost savings is staggering. We have been shown no information describing the actual benefit we will see from this desperate loss.”

Please refer to the highlighted section of the page 1 excerpt from the Box 459, online supplement October 2020.

Note from the General Service Board:

"There was discussion at both AAWS and GSB that four to five Staff Members from service desks might accept the early retirement offer. Overall, projections were that about half of all eligible employees might accept."

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box 459

News and Notes from the General Service Office of A.A.®

www.aa.org

ONLINE SUPPLEMENT
October 2020

What's New at G.S.O.

Celebrating Over Half a Millennium of Service

On September 29, there was a party at the General Service Office unlike any that had been held there before. To begin with, the festivities took place via videoconference, with dozens of G.S.O. and Grapevine employees as well as members of the General Service Board attending. As they ate lunches delivered to their respective homes through an online ordering service, they listened to music provided by "DJ" Irene D., staff member on the Accessibilities assignment.

Everyone was present at the Virtual Retirement Party to celebrate the careers of 20 G.S.O./Grapevine employees whose combined service to Alcoholics Anonymous amounted to an extraordinary 531 years of experience, strength and hope. Despite the light-hearted atmosphere, it was a bittersweet moment, made all the more so because the pandemic kept these long-time colleagues and friends physically apart.

The retiring employees had taken advantage of the Voluntary Retirement Incentive Program (VRIP) offered by the General Service Board earlier in the summer. According to Stephanie L., Senior Director of Administration and Strategy, "We wanted to offer an attractive retirement package to employees who might consider retiring early. We thought perhaps 50 percent of eligible employees might take advantage of the VRIP; we were surprised when 20 out of 25 accepted. Surprised but glad to have made the opportunity available."

The VRIP offered by the General Service Board was implemented in two phases, with the first group retiring at the end of August and the second at the end of September. The employees (and number of years served) in the first group were: Susan Donnor (35), Julio E. (19), Karen Hale (15), Ayleen Martinez (19), Jeff Monasch (28) and Bob Slotterback (28). In the second group were: Daniel Brown (25), Mary C. (10) John DeStefano (34), Evelyn Gonzalez (24), Rose Hendricks (12), Noela Jordan (30), Liz Ramdarass (35), Awilda Rivera (32), Ivelisse Rivera (36), Linda Samuels (30), Eva S. (24), Frank Segui (37), Darlene Smith (38) and Rick W. (20).

2021 Conference Committee on Trustees

ITEM G: Review report on amending the A.A. World Services, Inc. Bylaws

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Background notes:

From the 2020 Conference Committee on Trustees' Committee Consideration:

> "Consider amending the BYLAWS of Alcoholics Anonymous World Services, Inc. ARTICLE III, <u>DIRECTORS</u> to include language similar to that contained in the BYLAWS of The General Service Board of Alcoholics Anonymous, Inc. regarding proposed new member trustees.…The committee requested that a report be brought to the 2021 Conference Committee on Trustees."

From the August 2021 meeting of the Trustees Nominating Committee:

> "The committee agreed to forward the committee consideration regarding changing the A.A.W.S. Bylaws to the A.A.W.S. Board for consideration…"

Background:

1. Report from Chairperson of the General Service Board

TRUSTEES
Item G
Doc. 1

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February 7, 2021
Dear Conference Committee on Trustees,

The 70th Conference Committee on Trustees sent forward the following additional consideration:

> Consider amending the Bylaws of Alcoholics Anonymous World Services, Inc., Article III, *Directors*, to include language similar to that contained in the Bylaws of the General Service Board of Alcoholics anonymous, Inc regarding proposed new member trustees.

This letter is a status report on this important consideration. A.A.W.S., an affiliate corporation of the General Service Board ("GSB"), engaged in a self-analysis of this consideration in December, 2020, and reported out to the undersigned GSB chair on January 20, 2021. A.A.W.S., after review of its own bylaws, the GSB bylaws, the Conference Charter, the Composition, Scope and Procedure for the Conference Committee on Trustees, an internal GSB report from 2012 entitled: *Procedures in the Event of Disapproval of a Slate of Trustees or Directors;* and Concepts VI, VII, VIII and XI, including the essays, does not recommend any changes to its Bylaws. A.A.W.S. maintains that when the Conference expresses its disapproval of an A.A.W.S. slate, the GSB when discharging its legal responsibility to place directors on the AAWS board, will continue to consider the concerns expressed by Conference, much as occurred following the 70th GSC.

Also, in January the Trustees Nominating Committee began discussion of this consideration. The Committee reaffirmed the 2012 procedures for the Board to follow in the event of disapproval of a slate. The committee took no further action at that time, given the large agenda it faced. Work on this issue will continue following the 71st GSC.

As the A.A.W.S. bylaws indicate and in accordance with its legal affiliate status, only the Members of the Corporation [that is, the General Service Board trustees] can vote to amend the A.A.W.S. bylaws. The GSB will continue working and studying this matter before any final recommendation is forthcoming. As indicated in the A.A.W.S. paragraph above, there are at least four Concepts implicated in amending the A.A.W.S. bylaws to make the election of directors analogous to the GSB trustees in relation to the General Service Conference. If a bylaws change is recommended, legal counsel will be sought prior to sending anything forward to the General Service Conference for its guidance, approval of a recommendation, or for actual decision and direction [Concept III, essay on trustees right of decision].

It is this author's hope that should the GSC wish to change the relationship of the three corporations to each other and to the Conference, do away with a corporation, merge two corporations or create a different corporate structure; such a change would be brought forward following a thorough examination of the current corporate structure and its weaknesses, rather than through piecemeal changes.

The General Service Board thanks the Conference Committee for bringing this additional consideration forward. We will report back to the 72d General Service Conference.

With respect and gratitude,

Michele Grinberg

Michele Grinberg+, Chair of the General Service Board

c.c. Beau B., Chair, A.A.W.S.;
Kathi F., Chair, Trustees Nominating Committee
GSB Incoming Chair, General Service Board
Jeff W., Staff Coordinator and trustee support

+nonalcoholic

Back To Agenda