

## OIAA Finance Committee

### Minutes

Tuesday, 28 March 2023, 6:00 - 7:00 PM ET

#### Attendees:

OIAA Officers: Jane G (Board Chair); Mark M (Tech Chair); Brian (Treasurer); Jennifer B (Alternate Treasurer)  
Finance Committee: Amelia, Barry, Doug C, Gwen McN, Spencer Wright

The OIAA Finance Committee meeting was called to order on March 28<sup>th</sup> at 6:05 PM ET. The Committee met via the OIAA Google Meet platform.

Brian reviewed the agenda for the meeting.

#### I. Consent Agenda

With some discussion about the PAC Committee, the consent agenda was adopted.

#### II. Reports

##### A. Treasurer's Report

##### 1. 2023 Results

Brian reviewed the 2023 results to date. Revenues have been higher than projected and expenses have been lower than projected. The year has started well, financially.

##### 2. Proposed distributions for 2022

Brian reviewed the preliminary results for 2022. With some adjustments, we will have approximately \$23,500 of excess balances to distribute into the AA service structure as approved by the Assembly.

The splits which the assembly agreed for 2022 excesses as a part of the budget process were:

AA GSO (US & Canada)	30%
AA (International Literature Fund managed by AAWS)	20%
Technology in AA (TIAA)	20%
National AA Technology Workshop (NAATW)	10%
Carry the Message Project of the AA Grapevine	<u>20%</u>
Total	100%

Mark asked about the Technology Reserve. Brian explained that the reserve was being held for major expenses of the website renovation project and has been in place for over two years, but is available for technology projects.

Amelia asked about the reserve for Tax Liability and the timetable for disbursement if it is unnecessary. Brian suggested that we hold this reserve for at least a year, when we are sure that there are no problems with our 990 filings and that process is going smoothly with the IRS.

Jane suggested that we write up a summary of the distribution process for the Assembly. The committee agreed that this was a good idea and should be posted in the members area of the OIAA website.

Jennifer asked about the timing of the distribution. Brian indicated that the distributions could be made immediately, but that several items on the agenda may change those plans. Basically, the funds are ready to be disbursed.

### III. Old Business:

#### A. Proposed 2023 Finance Service Committee Charter

Spencer summarized the issues surrounding the proposed Committee Charter that has been tabled from prior meetings. The Guidelines committee has created a draft template of what they would like Committee Charters to look like as they are sent to the Board. He noted that no charters have been formally submitted yet.

Spencer agreed that he would revise the proposed charter to fit within the guidelines and would circulate it to the committee for their consideration at a future meeting.

Jane commented that the term "Charter" may be misleading and that the Guidelines Ad Hoc Committee selected the term "Charter" in their work and generated a template based on their committee's understanding of the word.

Jane also suggested that a Charter could include a budget for planned spending by a Committee. Spencer suggested that in his experience, a Committee Charter was submitted to the board annually so that a committee had agreement with the board as to what their responsibilities were as well as what their expectations were for an annual work plan that would be consistent with the charter and subsequently approved and/or accepted by the board.

Brian noted that the Charter for 2023 could be affected by proposed bylaw changes for OIAA.

Gwen complimented the Committee for developing a charter document.

#### B. Suggestions for Bylaw Changes

Brian summarized the discussions which the committee has been having regarding the inconsistencies in the bylaws about the Finance Committee Chairperson and the Treasurer as being Board officers. He proposed that the committee recommend to the Board that the bylaws would be amended to remove the concept of a separate Finance Committee Chairperson as an office and simply note that the Finance Committee would be chaired by the Treasurer.

Amelia suggested that the committee may not want to suggest that the Treasurer automatically act as the chair of the finance committee for two important reasons. First, that the Finance Committee, while currently mentioned in the bylaws, is not established per se by the bylaws themselves. And second, while the Treasurer may act as the committee chair, that the decision should be best addressed by the committee itself, rather than by terms in the bylaws.

Spencer commented that the precedent is set by the Technology Chair Officer elections. The committee was told that that part of the bylaws was under consideration as well and that the Technology Chair is contemplated being renamed as Technology Officer.

Jane suggested that she was comfortable with the Committee making this recommendation to the board but suggested that the committee document well the reasons for the proposed change so that the board (and the Assembly, if accepted by the Board) could better understand the context for the proposed changes.

Gwen noted that Susan (Vice Chairperson of the Board) is compiling a list of proposed bylaw changes, including the Finance Committee and Technology Chair positions.

Jane commented that the bylaw review should be broad and general. If the committee believes that there are inconsistencies, they should be brought up, even if the committee does not have a proposed solution to the inconsistencies in the bylaws.

Amelia asked if the Bylaws Committee was going to be reconstituted to deal with these issues or were they going to be handled at the Board level. Brian suggested that the appropriate committee might be PAC as they are responsible for policy proposals and act as our governance committee.

Amelia suggested that numerous bylaw issues are being handled by the Guidelines Ad Hoc Committee.

Spencer agreed to circulate specific bylaw changes for consideration by the committee, including a rationalization for the proposed changes so that they can be seen in context.

Amelia suggested that we should bifurcate the discussion into two issues – as it effects the Treasurer and separately the Committee’s impacts. She suggested that all changes should be reviewed by outside attorneys.

The committee discussed the necessity of retaining outside counsel to review the changes, given the explicit bylaw requirements of the IRS, including the necessity of conflict of interest, whistleblower and other required policies, especially the dissolution of assets in the event of a liquidation of OIAA.

#### C. 990N Filing Status

Spencer reviewed the 990-N filing status, including the revised deadline set by the IRS of 4/1/2023 for their systems to be internally adjusted for our specific EIN.

Brian suggested that Lori could make the 990-N submission. Spencer asked if she could do the submission for prior years as well. Brian agreed to check with her on that issue.

Barry summarized the 990-N and its requirements. Amelia asked if there was not a required signature on a physical form. Barry confirmed that the filing is 100% electronic, based on the small size of our revenues.

#### IV. New Business:

##### A. Distributions - problem with NAATW

After some confusion by Spencer, Brian summarized the issues surrounding NAATW and their conversion to a Private Foundation. As such, they are no longer able to accept external contributions.

Mark proposed that we hold back the monies that we were expecting to send to them and add it back to the amount distributed next year. That way, we are following the wishes of the Assembly.

On a suggestion from Brian, Mark made a MOTION, SECONDED by Barry that:

Due to the conversion of NAATW to a Private Foundation, that the OIAA “hold back” monies expected to be distributed to NAATW from our 2022 surplus be withheld.

The vote was unanimous.

This will result in the additional amounts be added into the expected 2023 distribution of excess funds to be approved by the Assembly.

After a discussion about the practices of GSO, Doug asked about the planned distribution to the “Carry the Message” project of the grapevine. It was explained that the monies would be used by the grapevine to purchase subscriptions for those who are incarcerated or are otherwise unable to subscribe.

#### B. Update to FAQ

Tabled until the next meeting.

At 6:15, Spencer left the meeting.

#### C. Process for Committee budget line items?

Brian summarized the budget process for 2023, including not specifically breaking out common costs between each committee. Several committees wish to expend their budgeted amounts but are unsure how to do that. Brian commented that if we expect a surplus for 2023, it is possible that committees could utilize those funds (essentially our retained earnings) but the Finance Guidelines should include a way to request excess unbudgeted funds. He added that the requests should be affirmed by the board which actually possesses the fiduciary power.

The Committee discussed when it would be appropriate for the Board to bring unbudgeted spending requests to the Assembly for their approval.

Amelia commented that there were new ad hoc committees being actively formed by the Board and that they may have funding needs as well.

Jane commented that she was very interested in having the Unity Committee develop some videos for the website, specifically concerning the “role of an IGR” as well as “what is OIAA”. She also commented that the videos will need to be translated into several languages.

The committee discussed various threshold amounts which would trigger a budgetary change (or approval) by the Assembly.

On a suggestion from Jennifer made a MOTION, that the committee:

Recommend that the Board adopt a policy that any unbudgeted expenditure exceeding \$500.00 would need to be approved by the Assembly at its next regularly scheduled meeting.

The Committee discussed the motion, specifically the \$500 amount and the ability of expenditures less than \$500 to be approved by the Finance Committee and then the Board could act. The Committee agreed that this would not effect budgeted amounts.

Mark SECONDED the MOTION.

The MOTION was ADOPTED by the Committee unanimously.

#### D. Treasurer rotation

Brian announced to the Group that as of 31 May 2023, he was resigning as Treasurer.

V. Adjournment

There being no additional business, the Committee adjourned at 7:45 PM Eastern Time

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To Dos:

- Brian to write up a summary report for the Assembly covering the excess revenue expenditures. The report will contain a detailed description of each entity that is expected to receive funds from OIAA so that Group Representatives can understand the Assembly's thought process.
- Spencer to circulate copies of the draft Charter for the Committee.
- Spencer to distribute proposed bylaw changes with regards to the Finance Committee Chairperson for consideration by the Board.
- Brian to coordinate with Lori about the submittal of the 2022 IRS form 990. He will also ask about submitting the 990 for previous years.
- **Board Recommendations:**
  - That the Board adopt a motion to "hold back" any 2022 excess funds which were intended to be distributed to NAATW due to NAATW being reclassified as a private foundation; further that those funds (if there are no unbudgeted deficits) be made available for distribution as guided by the Assembly as part of the 2024 budget process.
  - That the Board adopt a motion that requires any Committee requests for unbudgeted funds exceeding \$500 be taken to the Assembly for its approval.

**Next OIAA Finance Meeting**

**Tuesday 25 April 2023**

6:00 – 7:00pm Eastern Time

2023 Finance Committee Meetings

*4<sup>th</sup> Tuesday of the Month, 6:00 PM Eastern Time*

*23 May*

*27 June*

*25 July*

*22 August*

*26 September*

*24 October*

*28 November (Conflict with Thanksgiving Holiday)*

*26 December*