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The Trustees of the General Service Board have created a Frequently Asked Questions (FAQ) page to inform and support our conference delegates about the resignation of Linda Chezem and events around the January Board Weekend.

**1. What reason is needed to remove a board member in New York State? What was the basis for the removal of the Board Chair?**

According to New York State law, a board may remove a trustee with or without cause. The bylaws of the General Service Board require a  $\frac{3}{4}$  vote of Member Trustees for removal. There is no stated vote count required to accept or request a resignation.

Linda Chezem offered to resign after several trustees brought their concerns about her conduct to the board. All 21 Member Trustees were present for the initial discussion of concerns. Linda was asked to leave for the discussion about her offered resignation. The GSB voted unanimously to accept her resignation.

**2. What occurred at the Trustees' Planning and Sharing Session on January 29th?**

The agenda for the meeting included "Reprise of Oversight," which the Board Chair asked the Treasurer to lead. The Board Chair was advised by email on December 27th that this oversight discussion would focus on "*trust and communication between the staff and the three boards and the three boards to each other.*" A response to the email was received the same day. The discussion began with an introductory statement: "*The objective is to begin a Board discussion of oversight, trust, and our structure. I ask that you listen with patience, and an open mind, share with an open heart, and remember AA's first tradition – "Our common welfare should come first; personal recovery depends upon AA Unity."*

Several trustees shared their experiences and concerns about the board chair's leadership, compliance with policy, adherence to AA principles, and trust and communication. They shared their personal experiences, which resulted in more trustees sharing that they also had similar experiences and concerns. The Board Chair was present and responded to the concerns. Included in her response was her offer to resign if asked. After some discussion, she was asked to leave the room.

A break was taken for dinner, after which the discussion continued. No one spoke in opposition to accepting the chair's resignation. When no other hands were raised to speak, a motion was made and passed, requiring a  $\frac{3}{4}$  vote to accept the resignation. The subsequent vote to accept the resignation was unanimous, with 19 in favor and the session chair abstaining.

The session was difficult for everyone. Comments have been made about discomfort with the level of emotion in the room; this is understandable. Some of the sharing was through tears, and there were moments when voices were raised (as also occurred in at least one committee meeting that weekend). Others have expressed that there was much-reasoned discourse. No one made any threats toward anyone else, left their seat, or physically intimidated another trustee.

Some have stated that they feel an informed group conscience was not possible under the circumstances. While this view is respected, it was never expressed during the discussion, so there was no awareness of these concerns until after the weekend.

Not all trustees knew there would be a discussion regarding the board leadership. The trustees who brought their concerns forward desired to avoid gathering any pre-meeting sentiment one way or the other and to minimize any tone of confrontation. Not only was there an absence of a defined process for raising these matters to the board about the board chair, but it was also unnerving to do so. It is understood that the lack of advanced notice to all board members is a legitimate point of contention.

The Board Chair was notified of the decision to accept her resignation at approximately 10 pm. Discussion on filling the vacancy began and was paused to be carried over into the next day. The board spent the remainder of the evening on other existing agenda items for the session and adjourned at approximately 12:30 am.

### **3. What were the concerns expressed? Were these serious enough to result in a request for the resignation of the board chair?**

The concerns brought to and then discussed by the full board included:

- operating independently of the Board, Board policies, committees, and corporate Board structures,
- micromanagement of trustees and employees, and
- making unprofessional and inappropriate remarks about past and current trustees and employees.

The Board has a fiduciary duty and an obligation to those we serve to address any issues affecting its effective functioning, including when that involves its leadership. Board oversight and governance are weakened when trustees act outside the committee system and AA principles that have proven to ensure accountability and Concept IV participation.

The chair has a fundamental role in facilitating an environment that allows the board to develop its priorities and execute its work.

**4. Is there a written document reflecting the concerns or deliberations of the board?**

No, there is no written document. As is often the case in Trustees' Planning and Sharing Sessions, there was a wide-ranging discussion. Several trustees shared, and some used personal notes, which is a common practice to stay on topic. The board chair also shared during this discussion. No one kept a meeting transcript; no record or document reflects the discussion scope and depth of the discussion that ultimately formed the group conscience.

The group conscience is reflected in the statement published by the General Service Board and provided to all General Service Conference delegates. The full board generated a statement, with all trustee members contributing until it reached final form. Feel free to share that document and this one with your areas as you see fit.

**5. What efforts were made to advise the board chair of concerns or offer help before this meeting?**

Several trustees have shared about raising concerns about the governance process and the language the board chair used about board servants and employees directly with the board chair. These efforts did not resolve the concerning behaviors.

Some trustees reported that they offered to help, but the chair declined the offer, as were suggestions to seek help from the trustees emeriti.

**6. Did other board members resign after January 29th? Is it unusual for resigned trustees to contact current and past general service conference members?**

Josh E. submitted his resignation, "I am no longer able to serve as a member of this board. Please consider the attached resignation as my Concept 5, minority appeal to a higher authority". The resignation attached stated, "As a result of what I experienced at our January Board meeting, the lack of willingness to pause, reflect, and inventory before we continue to act, and the decision to forward a new chair to the 73rd General Service Conference, I am no longer able to serve this board. I am unable to resolve within my heart the lack of notification, process, or due diligence applied to deeply impactful decisions, and worse, the lack of willingness to apply a slower, more deliberative process to picking up the pieces of what we have done." Josh has since indicated that additional statements he made in the body of his email were intended to be part of his minority appeal to the General Service Board about the process for selecting the new chair.

We understand that those who have resigned, and other past delegates and past trustees have actively engaged current delegates. The General Service Board has not tried to and cannot direct the actions of anyone, including past trusted servants. These unusual communications will likely continue as long as there is an appetite for them. The one-way communication with some of the conference members has fostered further division. For example, these communications are not translated for the access of all conference members and have been distributed to some conference members but not others.

## **7. Will the Board members who brought forward the concerns about the Board Chair be removed from the Board?**

The obligation of anyone raising concerns to the Board about any other member of the Board is that they are “acting in good faith,” meaning the person bringing forward concerns must believe that the information disclosed is substantially accurate and not for personal gain or reward. Doing so is a duty of leadership under Concept IX, and it is the responsibility of any trustee or director of any corporation. It is then the responsibility of the Board to consider the information provided and have discussion and deliberation regarding how to proceed.

Of note, the code of conduct and Concept V identify the GSB as the recipient of concerns, but neither offers a process. The GSB Code of Conduct states that “the GSB and its chair” receive reports of noncompliance with the Code and/or requests for guidance about the Code. It further states that “reports and requests should be brought without fear of reprisal; because of their potentially sensitive nature, all reports are held in the strictest of confidence.”

In the essay on Concept V, Bill W states:

*“The traditional “Right of Appeal” should also permit any person in our service structure, whether paid or unpaid, to petition for the redress of a personal grievance, carrying his complaint, if he so desires, directly to the General Service Board. He or she should be able to do this without prejudice or fear of reprisal. Though this will be a seldom exercised right in practice, its very existence will always tend to restrain those in authority from unjust uses of their power. Surely our workers should cheerfully accept the necessary direction and discipline with their jobs. Still, all of them should nevertheless feel that they need not silently endure unnecessary and unfair personal domination.”*

Removal of Board members for voicing concerns about conduct that they believe, in good faith, is harmful to the organization and to the effectiveness of the Board would be retribution and is out of line with both the Code of Conduct and Concept V, which promise protection from such actions. Protection from retribution ensures that present and future trustees do not withhold concerns from the board for fear of retribution. The outcome of

any discussion that results from raising such concerns is the board's responsibility, not the responsibility of the individuals who voiced concerns to initiate the discussion.

Despite this being a General Service Board decision, the previous board chair publicly named two trustees who raised concerns, even though several other trustees shared their own experiences and concerns. This is precisely the type of retaliation and reprisal both the code of conduct and Concept V call for protection from.

**8. Were there threats or demands made during these discussions to force the chair to resign?**

No. The treasurer stated it had become impossible for him to fulfill his obligations as a trustee and treasurer due to interference by the Board Chair with the timeline and process for the 2023 budget. Trustees' Finance and the Corporate Boards had agreed to the budget timeline/process during a December 2022 Special Meeting of Trustees' Finance. The board chair continued to bypass the group conscience related to financial oversight at multiple levels. The treasurer decided he could no longer serve and planned to resign after raising his good faith concerns to the board. This was not intended as leverage to coerce a resignation from the Board Chair. Ultimately, the treasurer's resignation was unnecessary due to the turn of events.

One trustee stated that she had seriously considered whether it might be better for AA if she stepped down instead of reporting her concerns. However, she considered how many employees and trustees had also been affected. Seeing the continued erosion of AA principles and processes, it was clear to her that her resignation would not solve the problem, and advising the board of the concerns was needed.

Some trustees emphasized that directors could be replaced if the General Service Board perceived the corporations' work was derelict. In context, this statement was made to illustrate that bypassing the group conscience is not how our Concepts and bylaws direct the resolution of different points of view; rather, minority opinions are brought to the appropriate committee and corporate settings for careful consideration or in cases warranting extreme need, directors can be replaced.

**9. What trust and communication challenges have occurred since the announcement of Linda's resignation?**

Trust and communication have a significant impact on AA's effectiveness and unity. Tradition 2 and the 12 Concepts of AA outline how we rely on the service structure and trusted servants for accurate communication. The circumvention of the Conference members in this matter through "secret" social media platforms, group chats, and direct lobbying of delegates by individuals has been harmful.

It was also harmful that the GSB did not arrange for clear and direct communications with delegates and other conference members more quickly; had we done so, some of the misinformation and resultant disunity and anger could have been avoided.

#### **10. What is the Policy Review Committee, and how is it important?**

A policy review committee was formally formed at the January 2023 Board meeting after being initiated by the Board Chair in late 2022. The composition, scope, and procedure are being developed, but it is clear that we need a more robust complaint and review process for GSB code of conduct concerns. The Review Committee will be an opportunity to review the Code of Conduct for shortfalls that have become evident with our current guiding documents and ensure a clear process is available in the event of any future need for reporting concerns to the GSB.

#### **11. Why is the Board expediting the search for a new Chair and not taking a slower, more deliberative approach? What is the process for chair selection and onboarding?**

The important decision to task the Trustees Nominating Committee to begin its work sooner rather than later was arrived at following ample discussion, vote, and substantial unanimity. The Board felt that stability and unity would best be served by searching for a new chair rather than through a series of interim chair(s).

The process for chair selection is outlined in the Trustees Nominating Committee Procedure #14, which states that the Trustees Nominating Committee acts as the search committee, that Trustees Nominating Committee conducts interviews from which two or three candidates are selected to be interviewed by the full Board, the Board members discuss the candidates. A final selection is made by Third Legacy Procedure. Onboarding is usually done through communication between the Board Chair and Trustees Emeriti.

The GSB agreed that if a new chair was selected after the 73rd GSC, a report would be made to the conference about our progress, and an interim chair would be selected. Based on progress to date, it is expected that there will be a new chair included on the slate presented to the 73rd GSC.

#### **12. How is the Board functioning now? What is needed from the Conference to help?**

Overall, the Board is functioning well with the needed preparations for Conference continuing. There is disunity, as we are sure conference members are aware. Some of this is due to the division that was fostered prior to the resignation of the board chair, and some of this has emerged due to the challenges that have occurred since. Like any group conscience, the board benefits from a minority opinion and diversity of thought, provided

everyone is willing to place our common welfare first. Unity doesn't require unanimity, but it does require love, tolerance, and compromise.

All input from the Conference members regarding how to best move forward, improve communications, and best serve the Fellowship is welcome.

The concern is raised that specific members of the GSB have been named and also that they have been identified as bearing undue influence or responsibility for these events. Caution is requested in accepting or perpetuating such accusations. Concerns were brought to the General Service Board; no one knew what decision(s) would unfold. Targeting any member of the GSB in such a manner is harmful and disregards the fact that these events reflect board actions.