

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
LA LECHE LEAGUE OF SOUTHERN CALIFORNIA, INCORPORATED
A CALIFORNIA CORPORATION

January 10, 2016

Location: Home of Sue Garcia
18207 Santa Sophia
Fountain Valley, CA 92708

A meeting of the Board of Directors came to order at 10:10 am.
Sharon Fairborn, President, presided.

In attendance:

Sharon Fairborn, President, co Network Coordinator of Leader Accreditation
Sandy Patton, ~~Vice President~~, Director-at-large
Gayle McLean, Secretary, ~~Former~~ Network Communications Coordinator
Kari Aist, Network Coordinator of Leaders
Sue Garcia, ~~Interim~~ ^{Former} Network Coordinator of Events
Ellen Shell, ~~Network Finance Coordinator~~ ^{Former} Network Finance Coordinator
Colleen Marubayashi, Network Agreements Coordinator
Linda Goodman, ~~Corporate Treasurer~~, Area Representative- Central Los Angeles/ Beaches
Karima Khatib, Area Representative- Orange County/ Inland Empire
Stephanie Laurean, Area Representative- San Diego/ Imperial Counties
Tina Pulice, ~~Director-at-Large~~
* ~~Director at large~~ had been shared by both Sandy Patton & Tina Pulice, Tina agreed to step down.

Not in attendance:

Chele Marmet, Network Professional Liaison ^{Former Network Professional Liaison}
Christine Silva, Area Representative- North Counties Coastal and Los Angeles Valleys
Jenny Stuart, Area Representative- Nevada and North California Deserts

President's Report ~ Sharon

- Sharon thanked all present and warned that this may be an emotional meeting. Passed out KIND bars as a reminder for us to be kind in our actions and words.

Secretary's Report ~ Gayle

- October 11, 2015 minutes: Approved by committee and emailed to Board 1/9/2016. A few edits pending— Add announcement of Karima's upcoming Communications Skills workshops. Also add Management Communication Skills with Joan. Clarify that the 3 Leader Applicants are the individuals that Sharon is working with not the whole department; draft to be posted on PB Works for approval and archiving.
- Clarification of duties of BOD Secretary vs Recording Secretary: Recording Secretary (currently Gayle) is responsible for keeping minutes; BOD secretary (currently Chele) is reported to the State of California and is responsible for keeping corporate documents.

- How do BOD members view archival minutes?: Hard copies of older minutes are stored in books with Gayle and Sandy. Electronic versions of more recent minutes are in individual BOD email archives. In the future all minutes will be archived on PB Works.
- Ellen would like to have minority opinions included in the minutes.
- Sandy would like "Whereas" terminology used to show reasoning behind the decisions.

Treasurer's Report~Ellen

- Request for Monthly Financial reports made by Kari.
- Ellen reported that there is ~\$58,000 in the Morgan Stanley Account and ~\$10,000 in the bank account.
- Currently working on the 990 for 2015 tax year.
- Payment to LLL USA due 1/15/16; the check prepared for mailing.

GLC Update~Sandy

- LLLUSA sent the report of the November meeting of the Global Leaders Committee to all Leaders on 1/7/2016. Sandy passed a printed version of that email as well as printout of included links.
- Ellen's term on the Global Leader Committee is almost over. New GLC representatives needed to be chosen by the end of January so they can start their new term mid-February.

Update on LLL USA Council~Sharon and Sandy

- Sharon and Sandy attended the LLL USA Council meeting in October in Chicago, IL.
- The next face to face meeting will be held in May at the same location.
- Sharon's term is ending in November 2016; there is a renewal of two one-year terms.

Executive Council Reports

Agreements ~ Colleen

- Each of the five Areas now has an Area Representative.
- Colleen will be emailing out Area agreements with a note encouraging an annual review.

Communications Department~Gayle

sent via email

Conference Department Report ~ Sue

- Finances are still being settled and sorted; the hotel tried to charge for many inappropriate items such as speaker parking and lunch gratuity.
- Wendy Dube, undecided about stepping in as Network Coordinator of Events.
remains

Finance Department Report~Ellen

- Kathy Funston and Stephanie Laurean continue to work on adding PayPal to the website. So far there is a button for donating to the Network and another for purchasing memberships.
- Sue suggested that the monies from the Amazon Smile fundraiser be applied toward Leader Assessments. This was agreed upon and Area Representatives will notify their Areas about this fundraiser as a way to lower the cost of Leader Dues.

- Ellen is still looking for support in the Finance department. Karima reminded us that Leader Asma is helping in this department by working with Pat Purdy on the membership database. Leader Natalie in Kari's Area is interested in helping and possibly applying for the NFC position.

Leader Department ~ Kari

- Three new Area Representatives: Linda Goodman, Christi Silva, and Jenny Stuart; all five areas now have an Area Representative.
- Leader Activity data collection is in progress, Network totals due 1/17/2016.

Leader Applicant Department ~ Sharon

- Sharon announced that her three year co Network Coordinator of Leader Accreditation term is up in March, Julie Huisjen will be ready to step in.
- Adele Delgado would be interested in continuing as co Network Coordinator of Leader Accreditation. Lori Bryan has mentioned that the dual role is not working well.

Professional Liaison Department Report ~Chele

- No report

Unfinished BOD Business:

- Update on the Law Suit ~Legal Committee
Lawsuit was over at the time LLL of SCANV signed the MOU. It will always be open in the sense that should LLLI not abide by the terms of the MOU it can be taken before a judge. This puts LLL of SCANV in an oversight role.
- Update on the By-laws revision ~Legal Committee
Our current bylaws state that changes must be approved in writing by LLLL. Colleen will draft a letter to get that process started.

New Business

Nominating Committee ~Sandy, Sharon & Kari

- Search letters for the open positions were sent via email to Leaders.
- Open positions include:
 1. Network Professional Liaison (Chele is beyond the three year term plus two one-year extensions allowed in Article VII of the Executive Council Guidelines)
 2. Network Communications Coordinator (Gayle is beyond the three year term plus two one-year extensions allowed in Article VII of the Executive Council Guidelines)
 3. Network Coordinator of Leader Accreditation (Sharon's three year term ends in March)
 4. Network Finance Coordinator (Ellen is beyond the three year term plus two one-year extensions allowed in Article VII of the Executive Council Guidelines)
 5. Network Coordinator of Events (Sue is beyond the three year term plus two one-year extensions allowed in Article VII of the Executive Council Guidelines)

6. Director at Large

Management

- Copies of SCANV Articles of Incorporation, Bylaws, and Executive Council Guidelines were distributed.
 - Discussed procedures for filling the positions:
 1. Send applications to Leaders that turn in a Letter of Interest.
 2. Copy and disseminate to the current Board of Directors* for review
 3. Schedule a face to face meeting to discuss applicants.
- Lengthy discussion resulted in the consensus that the current Board of Directors is defined as those on the Board that have not exceeded the term limits. The face to face meeting will be held at Kari's house on 2/6/2016 instead of the Network Council meeting.
- Goals of each department for 2016 will be set once new department heads are in place.

Sharon adjourned the meeting at 4:10 pm

Upcoming meeting dates:

February 6	Board meeting (in person)
March 12	Board meeting (in person)
April 18	BOD conference call (5pm)
May 18	One Day Stand Alone Event with speaker

Respectfully submitted by Stephanie Laurean, Area Representative

Approved 2/5/2016


Stephanie Laurean, Area Representative

Sharon Fairborn, President

Documents to attach:

LLL USA email on GLC Report (and links)
Communications Report
Bylaws
Articles of Incorporation
Executive Council Guidelines
Search letters

X Colleen Mumbay Sh
X Kari
X Karina Khafib
X Linda Jordan