

La Leche League of Southern California, Inc. Board of Directors' Minutes

Meeting Date: 4/14/19

Call to order: A regular meeting of the Board of Directors was held on April 14, 2019 via Go-To-Meeting. The meeting convened at 7:08 pm by Renee' DiGregorio, as President/ Recording Secretary.

Members present :

Renee' DiGregorio

Network Event Coordinator / NEC; Board President and Recording Secretary

Stephanie Laurean

Network Financial Coordinator/ NFC; Area Representative/ AR - San Diego and Imperial Valley

Karima Khatib

Network Coordinator of Leaders- NCL; Area Representative/ AR - Orange County and Inland Empire

Elizabeth Krey

Area Representative / AR - Nevada and Northern CA Deserts

Hedi Herrmann-Blanton

Network Professional Liaison

Sharon Savene

Director-at-Large / LLLUSA Council Delegate for LLLSCNV Network

Romy Rapoport

Area Representative / AR - Central LA Beaches

Departments not represented:

Leader Accreditation - Network CLA not assigned

Agreements - OPEN

Approval of Minutes

Minutes of 3/10/2019 meeting approved by quorum as written. In order to be able to post Board minutes as soon as possible on our website; a new effort will be made to have a draft ready for approval within one week of meeting. Allowing one week for edits; quorum approval will be obtained via email and sent to website manager to post.

Old Business

- The interested Leader for Publications Dept Director is asking for short-term commitment of one year...with further annual extensions available up to a total of five years. It was decided to welcome this Leader to re-define the responsibilities of this position. The interested Leader will be contacted and sent details of Board of Directors responsibilities.
- US West has committed to providing Communication Skills via online course. Standard role-playing sessions are planned to be provided via Zoom. Fee schedule is yet to be determined.
- Live Love Latch Scholarship announcement is ready for approval and waiting for LLLUSA LiLoLatch coordinator to publish registration applications.
- Remaining stock of logo decals was mailed to Elise Hamel to fulfill increased interest from Leader FB lists. Still to be determined if an inventory stock will be needed.
- Logo Fabric: no action has been taken as of yet on searching textile manufacturer to obtain requirements for producing fabric in addition to minimum order requirement.

Action remaining:

- Research into FB Birthday Fundraisers and how they can be used by individual Leaders for their Group; Area or Network. What EIN# would be used?

Department Reports

Leader Dept

- Dialogue with interested Leader in OCIE Area Representative position continues.
- SDIV Area will soon not have an Area Representative. No interest as of yet.
- Plans are being made to hold Leader Applicant enrichment meeting in combination with local Pacific Horizons' groups
- Completed Department descriptions submitted thus far are Network Database Administrator; Events Department; with summaries from LAD, Leader; PL and Finance departments in progress. Each individual department description will be sent out via the Board gmail account with the link to the Leader section on the SCANV website. It is felt that many Leaders are unaware of basic procedures. These department summaries are hoped to gently outline or draw attention to how Leader support can be obtained from these departments.
- NCL will be sending out a LAD update to Leaders. The Leader Application and Leader Recommendations for applicants will now only be accepted online, among other reminder guidelines.
- The Area Representatives have requested that the NDA send name and contact information on all Leaders aligned with their Area as a Secondary Connection.
- Action still to be taken from 4/8/18: Address mixing causes policies via Area Letters and Network FB page. Added 1/13/19 Also address business identifying email addresses or email signature tags as clear mixing causes.

Leader Dept Summary attached

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ADA report

- Both Bakersfield Leaders discussed last month have chosen to retire.
- A full review of the RE showed that the number of Secondary Leaders aligned with our Areas amount to 18. As far as Network Leader counts to qualify as a Network, adding these Leaders brings our numbers to 108. This research was passed on to our LLUSA Delegate.
- Administrators of the Raiser's Edge (RE) have chosen to create quarterly review of Area Rosters to assure accuracy of Leader numbers. This action is needed as many ADAs do not maintain their lists on a regular basis. The ADAs will be instructed to complete review of Area Rosters during a 'down-time'; which when completed, will regain access to Raiser's Edge. This review was originally done only at the end of each year.

Finance Dept

-As of 3/31/19

General Account: \$2024.18

Conference Account: \$17,948.97

Morgan Stanley Account: \$21,432.40

Leaders/Groups will soon receive IRS 990 forms for reporting on the fiscal year. Discussion continued that due to confusion with our Area EIN. We currently have a separate tax exemption status from LLLI, but the IRS treats our EIN as a subordinate to LLLI and not separate. LLL USA has also received a separate tax exemption status from LLLI, and they are allowed to have subordinates (like Groups) under them. (LLL SCANV cannot). Moving forward, it is not really feasible to continue using our EIN. We have three possible solutions: 1) keep our separate tax exemption number and appeal to the IRS for a new number that doesn't get confused/used by Pacific Horizons Groups; 2) forfeit our tax exempt status and utilize LLLI's status by becoming their subordinate (this is technically how the IRS views us currently); or 3) forfeit our tax exempt status and utilize LLL USAs tax exempt status as a subordinate. Choice 2 and 3 and very similar-- if, at a future time, we decide that the OTHER choice would have been better, it will be possible to realign to a different "parent" organization with the same (new) EIN.

-Tutorials are in process to outline all responsibilities of the Network Financial Director position in advance of her retirement.

-Action from 2/10/19? A wording will be written to advertise Conference Recorded Sessions to be placed on our Network Website; both Network Leader and public Network FB pages to promote sales. Placement ads will be designated for LLLUSA Leaders 'Official' and LLL Leaders FB pages UPDATE: The website manager was instructed to place information on Conference Recorded Sessions on the main page. She will contact Elise Hamel for full list and payment information.

-Action to be taken from 12/8/18 Update: Status of Group Financial Reports and follow up reminder.

-Action from February email vote: transfer of funds from Conference Account to General Account; leaving a minimal amount for LES and future Conference planning.

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LAD report - Provided by Lori Bryan RALA

There are currently 7 Applicants; one new applicant will soon be assigned to a LAD representative. One Applicant is expected to be accredited very soon. There is current dialogue with an isolated Leader.

Agreements

Two Board Directors continue to update our Network Agreements and are soon prepared to send out for review.

From 3/10/19: It is agreed that if we intend to remain a corporation that we should also update our By-Laws as they are more legally binding.

-Action to be taken from 1/13/19 : Discussion on whether an appointed volunteer for this position is necessary for the future. UPDATE: It was considered that the Agreements Chair be better described as "Agreements Parliamentarian"

Professional Liaison

Activity has been low due to Director's current training as LLLUSA Delegate appointment.

Plans for department enrichment with 'case study of the month' topic will be "For the Love of Milk Sharing": This outline is still in draft form. UPDATE: A LLL Professional Liaison group (of USA and International personnel) is compiling guidelines and those efforts will be disseminated for use by Leaders and/or presented at LES when completed.

-From 3/10/19: Currently working to compile updated legal resources for Leaders and parents.

New Business: Effort to instruct Leaders on workshop planning and speaker procedures will most probably appear with other department summaries. (see Leader Dept Report above).

Update: A description currently exists and was sent to the PL to determine accuracy.

Events

- A Leader with extensive event planning background has come forward with strong interest in Conference work. There will be further dialogue to discuss future plans and what form they would take.

- From 3/10/19 UPDATE..no activity. It is time to arrive at a choice of what form our next Network Conference will take.

It was suggested an all-day seminar with Leader Education in A.M. and full afternoon of CE topics..followed with early evening Network Meeting. Suggestion that Leaders should be polled for opinion Based on results of poll NEC will pursue securing The California Endowment Center in Los Angeles for November 2020.

-Full Conference Inventory was completed (Event Dept Report attached). Large quantities of Passionate Journey and Conference Totes can be advertised to local Leaders and Leader FB pages in an attempt to decrease inventory. Estimated media rate shipping has been determined.

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LES As of this time, there has been no update on planning/speakers or program. Suggested locations in Whittier/Downey area for Leader Enrichment Seminar has yet to be finalized. One additional location is possibly available in Beverly Hills, but come with restrictions to food and possibly rental fees. These stipulations are not ideal. Should secure location soon. Proposed

Saturdays in late September thru first weeks in November were given to determine availability. It has been suggested that topics be rich in supporting Leader responsibilities and procedures. A Communication Skills Leader is available from Pacific Horizons Area, but should be arranged as soon as possible.

LLLUSA Delegate Report

- It was suggested that the monthly LLLUSA Delegate(s) Report be published separately so that Leaders have a better comprehension of how the Network is represented.
- During a on-line meeting between LLLSCNV Board and LLLUSA Council, Hedi Herrmann Blanton was accepted as our 2nd Delegate and has begun training. Acceptance is based on a 6 month provisional period.
- Council will assist in providing LAD support/coverage to eliminate any delay in working with our Leader Applicants.
- LLLUSA Budget Shortfall. A summary of possible alternatives to overcome deficit was sent out to all Network Leaders. It was further suggested that a poll be sent again to allow Leaders to choose any and all options under consideration. A draft of that proposed poll will be available within 2 weeks for review.
- With the separation of Alliance Network from LLLUSA it is felt that LLLUSA could not risk losing another Network. Our declining numbers could be overlooked for now.

From New Business 1/13/19

- New Board of Directors list compiled and sent to the webmistress for posting. It was suggested that profiles photographs eventually be included.
- Stephanie's pending retirement and the delegation of her responsibilities. The Leader interested in fulfilling the responsibilities as Financial officer is not able to begin training until Fall. General tutorials are being created for all aspects of the position. Stephanie and Renee will meet in May to deliver files and further train in Quickbooks.
- It was found that the 3 Leaders who were removed from our Area(s) (as instructed by the Executive Director) after disclosure of misappropriation of Network funds have been reassigned to their original Areas after the change over from the RsM to the RE (Raiser's Edge). A proposal to remove them as secondaries was approved 5 to 2.
- Further discussion on tax issues and the advances of releasing our corporation status. It is expected to remain a part of the agenda until resolved. See below for reference points.

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The following will remain in minutes so that it is readily available:

While covering the topic of Agreements, the pros and cons of dissolving our Network was discussed further. There is no precedent and it was thought that perhaps maintaining the status-quo might be best. Some considered it best to explore BEFORE it is discovered that we no longer have the Leader numbers to support it. Looking for an Network to join would be another consideration as LLLWest asks \$98.00 per Leader cost sharing. An attempt to explore other Networks should be considered.

Update 4/14/19 Further discussion on the advantages of releasing our Corporate status. It was also considered to dissolve our Corporate status...(though unrelated to dissolving a Network) is basically due to several unfulfilled Director positions and loss of quorum. If considered, it was suggested that a pro-bono attorney be retained for counsel on dissolving LLL of SoCA Inc. Without a Network or Corporate structure; we would return to the basic Area Council structure.

[The following is re-printed here to show initial discussion]:

As suggested at last meeting, the Delegate presented the hypothetical to Council regarding our lowering numbers and how they would affect our Network status.

Feedback: A precedent for this scenario has not arisen before; but it is felt that any Leaders we have secondarily connected to our Areas may 'count' in maintaining Network status. These Leaders will not be included in our count for cost sharing fees.

Discussion from 8/12/18 Board Meeting copied here for reference:

"With our progressively lowering Leader numbers, discussion regarding whether it is feasible to retain Network status. As no precedence exists for this action; our LLLUSA delegate will present the hypothetical to obtain input of advantages or disadvantages. **In addition**, with the pending retirement of 3 Board

Directors in the next few months; legitimate concerns exist whether we are able to maintain our corporate status.

Possible advantages:

We would no longer have to file taxes

Possible disadvantages:

Loss of a Network LLLUSA Council delegate seat(s)

Most neighboring Network(s) distribute fees differently (approx. \$62.) as opposed to what LLLUSA requests (\$58.00). Our small earnings would become smaller..unless we raise assessments fees."} **See comment above. We would have to either find a Network that charges less or fundraise to cover the balance for each Leader. Update: In all probability, LLLUSA will encourage and support our remaining a Network.**

Next meeting is scheduled for May 19, 2019 at 7:00 PM.

Meeting adjourned at 9:34 PM

Respectfully submitted

Renee DiGregorio - President and Board Recording Secretary

Attached: Department Reports