

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

Meeting Date: 6/9/19

Call to order: A regular meeting of the Board of Directors was held on June 9, 2019 via Go-To-Meeting. The meeting convened at 7:06 pm by Renee' DiGregorio, as President/ Recording Secretary. (The previously scheduled meeting 5/19/19 was cancelled)

Members present :

Renee' DiGregorio

Network Event Coordinator / NEC; Board President and Recording Secretary

Stephanie Laurean

Out-going Network Financial Coordinator/ NFC; Out-going 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

Sharon Savene

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

Romy Rapoport

Area Representative / AR - Central LA Beaches

Not present:

Hedi Herrmann-Blanton

Network Professional Liaison

Departments not currently represented:

Leader Accreditation - Network CLA not assigned

Agreements - OPEN

New Director Vote: Based on her exemplary help during Conference, Elise Hamel was considered by the entire Board as the most likely candidate to fulfill the position of Publications Director (a title soon to be changed to best describe the responsibilities). After extensive dialogue, Elise accepted the position with the stipulation that her term is limited to one year with the ability to extend in one year increments as family permits. A vote was taken by the Board Members present and a unanimous vote approved this requested stipulation.

Elise Hamel (present after approval)

Network Coordinator of Communications and Media (NCCM)

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Approval of Minutes

Minutes of 4/14/19 meeting were edited and approved by quorum during the month of May.

Old Business

- 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. [Sharon] No update as of this meeting.
- Live Love Latch Scholarship announcement was sent out to all Network Leaders
- LLLUSA Budget Shortfall survey sent out to all Network Leaders asking for responses by June 1st. Though response was low, results were forwarded to our Network USA Council Delegates to forward as had been requested.
- 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. [Renee]
- Department Descriptions for the Network Website remains incomplete. Leader; Professional Liaison and newly reinstated Communications and Media department are asked to provide their department descriptions.
- The update of the 'Who We Are' page on the Network website continues to generate substantial discussion. It is hoped that an agreement will be reached within the next month.
- Once everyone's preferred contacts are chosen; a list will be provided in the Leader section of our Network website so that Leader's will have the ability to directly contact a Board Member. It is requested that a similar list be provided and sent to all Board Members which would contain full contact (mailing addresses included). It is the intention that this list remain for Board Members use only.

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? No update as of this meeting. [Sharon]

Department Reports

Leader Dept

- Leaders have been notified to prepare for Leader/Group stats request to cover period of 1/1/19 thru 6/30/19.
- Dialogue with interested Leader in OCIE Area Representative position continues.
- SDIV Area and NCCLAV positions for Area Representative are vacant. There are Leaders that could be approached with interest in filling the openings.
- Plans are being made to hold Leader Applicant enrichment meeting in combination with local Pacific Horizons' groups. No update given. [Karima]

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Leader Department Report continued:

- Thus far only 2 Groups are planning LiveLoveLatch events. (More could be expected with the scholarship incentive).
- The AR for Nevada and No CA Deserts will follow up on status of bank account for Bakersfield after two local Leaders retired. It is unknown at this time if the remaining Leader was given access or is in possession of financial documents prior to co-Leader retirements. A former Leader is requesting reinstatement- dialogue continues.
- NCL was working with a former Leader on reinstatement process. That former Leader has withdrawn her request.
- 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. [Karima]

NDA report

- As requested, the contact information for all secondarily connected Leaders was sent to all Area Representatives.
- Current Network Leader count is 85. One Leader remains in our count until she is accepted to her new area in Canada. This Leader will wish to maintain NCCLAV as her secondary. Two full waivers of Leader Assessments were approved and one partial. There is one pending retirement in OCIE.

Finance Dept

-As of 6/9/19

General Account: \$2,618.70

Conference Account: \$17,948.97

Morgan Stanley Account: \$21,745.18

- Cost sharing invoice was received from LLLUSA for 1st quarter. \$1,282.50 (based on 95 Leaders) due June 30, 2019.
- Conference Account need only to maintain 'seed' money, and therefore a proposed motion was made to shift funds from Conference Account to the General Account. The amount of \$5,000 will remain in the Conference Account. Motion was approved by quorum.
- Transfer of Network Treasurer files: Stephanie met with Renee and worked at bringing Quickbooks records up-to-date. Renee was instructed on various application within QB so that she can fulfill day-to-day operations, primarily in regards to assessment payments. Tutorials are placed in the Google Drive for referencing. Stephanie will not retire until her Leader Applicant is accredited. She will be available to assist in maintaining some treasury responsibilities and train Jill when the time comes for her to assume Treasurer responsibilities. At present all passwords will remain as until Stephanie's retirement. She will,

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Financial Report continued:

though, step away from AR responsibilities. Stephanie proposes that she continue as an advisor to the Board, which is later discussed in New Business.

Copied here from 4/14/19 Minutes for reference: 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 are 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. **Update:** Elise will now coordinate this with Website Manager.

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

LAD report - Provided by Lori Bryan RALA

There are currently 6 Applicants. One Hark accredited this last month in Central LA/Beaches.

Agreements

From 4/14/19: Two Board Directors continue to update our Network Agreements and are soon prepared to send out for review. Update: no further activity [Sharon/Hedi]

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" [Sharon]

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Professional Liaison

From 4/14/19: 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. No update was provided.

- From 3/10/19: Currently working to compile updated legal resources for Leaders and parents. No further update

- Effort to instruct Leaders on workshop planning and speaker procedures will most probably be sent to out via Board gmail communication and posted on Network FB Leader pages.

- Sharon is working within the USA Council to create a discussion list among PL administrators to develop USA level communication, ultimately to be a go-to resource for all Leaders.

From 4/14/19: A department description currently exists on the Network website 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. Update...dialogue continues after initial communication. Her time commitment is limited.

-RegOnline will now be Cvent.com. Communications have already begun regarding the merge of our database from our 2018 event.

- It was learned that WIC participation in outside educational events will be non-existent due to budget cuts. This should impact our attendance numbers.

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

- Suggestion that Leaders should be polled for opinion and based on results, the NEC will pursue securing The California Endowment Center in Los Angeles for November 2020.

[Sharon/Karima]

LES From 4/14/19: As of this time, there has been no update on planning/speakers or program. Update: Suggested locations are either not available or not suitable. One previously used location in Orange County is at a charge of \$75. A previously used location will be contacted as there is no charge. It has been suggested that topics be rich in supporting Leader responsibilities and procedures. No speakers or topics have been suggested as of this date. Tentative topics on mixing causes and guidelines for milk sharing could be presented. If these topics are created by the PL department, a PL person would need to be available to present, as the NPL may not be available. A Communication Skills Leader is available from Pacific Horizons Area, but should be arranged as soon as possible.[Karima]

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In order to fulfill our responsibilities as a Network Board, all members should commit to taking on some portion of planning.

LLLUSA Delegate Report

- From 4/14/19: 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.
- LLLUSA Budget Shortfall. The results from our Network Leader survey was passed onto the USA council. LLLUSA website may soon carry ads to help support programs.
- Next Face-to-Face Council meeting is scheduled for September 26 - 29, 2019.

New Business

- New Board of Directors list was compiled and sent to the webmistress for posting. It was suggested that profiles photographs eventually be included.
- All Leaders received a Demographic Survey and are encouraged to complete.
- The Council has provided links to two new surveys. New Leader surveys will be sent out by Leader Department (NDA) when a HARK notification is received. An additional (optional) survey will be sent out by the NDA to retiring Leaders. The completed surveys will go automatically to the USA Council. With especially the exit survey, it is proposed that the USA Council share with the original Area/Network AR that the Leader was assigned. These surveys are on-going and will be included in NDA procedures and responsibilities.
- It was proposed that Group Leaders share their membership lists so that a potential donor and/or Event invitation list be created. It was pointed out that something is already in place with Leaders now sending new member names and email to Asma Wahab who currently maintains a database of memberships received. Less than 6 months ago Asma sent out a reminder to Leaders via the SCNV FB Leader list. Periodic reminder should be published.

- New Emeritus Status was discussed. This would be an out-going Board Director who may wish to remain in a consultative role, but a non-voting member of the Board. Input from an Emeritus member would be available to mentor and share input on Board activities, but not a voting member. This status would be subject to standard confidentiality agreements. Sharon will work on wording and submit for approval. This status will be added to Network supportive documents and guidelines.

**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.

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

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support it. Looking for a 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 July 14, 2019 at 7:00 PM.

Meeting adjourned at 9:14 PM

Respectfully submitted

Renee DiGregorio - President and Board Recording Secretary

Attached: Department Reports