

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

Meeting Date: 8/18/19

Call to order: A regular meeting of the Board of Directors was held on August 18, 2019 via Go-To-Meeting. The meeting convened at 7:07 pm by Renee' DiGregorio, as President/ Recording Secretary.

Members present :

Renee' DiGregorio

Network Event Coordinator / NEC; Board President and Recording Secretary

Karima Khatib

Network Coordinator of Leaders- NCL

Sharon Savene

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

Romy Rapoport

Area Representative / AR - Central LA Beaches

Hedi Herrmann-Blanton

Network Professional Liaison

Elise Hamel

Network Coordinator of Communication and Media

Emily Niemeyer

Area Representative / AR - Orange County Inland Empire

Departments not currently represented:

Leader Accreditation - Network CLA not assigned

Agreements - OPEN

Not Present:

Elizabeth Krey

Area Representative / AR - Nevada and Northern CA Deserts

Stephanie Laurean

Out-going Network Financial Coordinator/ NFC; Director Emeritus

Approval of Minutes

Minutes of 7/14/19 meeting were viewed and approved by quorum during the month and have been posted on the Network website. A notice will go out to Network Leaders that these documents are available for viewing. [Elise]

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Old Business

- 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. Leader (Karima) and Professional Liaison (Hedi) currently have descriptions that need revision and updating. The existing Publications Department description will most probably need complete revision to update to current use of mass group email and social media for Leader communications.
- The Board approved 'Who We Are' page on the Network website is now posted.
- Conference Tape Order was posted on the Network website.
- A reminder went out via MailChimp to all Leaders to respond to the Demographic Survey
- The Network list of Groups with zip codes was provided and sent on to the LLLUSA Council contact to be included in the USA zip code locator feature.
- Our Board summary and conclusions regarding the proposal to charge Secondaries Leaders was given to our Council delegate to forward to USA Council..

Action remaining:

- 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.

Department Reports

Leader Dept

- Leader/Group stats for the period of 1/1/19 thru 6/30/19 have been sent on to the USA Council. A detailed summary of reported numbers was shared. 'Comments' were listed by Area and sparked discussion.
- Summaries of two Live Love Latch events were shared.
- SDIV Area and NCCLAV positions for Area Representative are vacant.
- Continue efforts to collect Group Account information from former Bakersfield Leaders to discover amount of funds left in account; if banking info and contacts had been changed to remaining Leader in the Area. Our Network Treasurer will attempt to find bank account information in the files in order to determine how to access the account and make the necessary changes. [Stephanie]. Renee is FB friends to both retired Leaders and will attempt to retrieve group financial overview. UPDATE 8/18/19 Contact was made with one retired Leader via FB indicated that she DID meet at the bank with the remaining Leader in

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Leader Dept report continued....

Bakersfield, new signature will be added after reception of further requested documents by the bank [Liz] [Stephanie]

- A Leader and Leader Applicant enrichment meeting was held in combination with local Orange County Pacific Horizons' groups. Many subjects were covered common to all Leaders.
- 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] No update 8/18/19
- Efforts will be made to invite secondarily connected Leaders to LES. When agenda and further details completed we will reach out to Pacific Horizons Leaders via their resource people (Fran?).

NDA report

Current Network Leader count is 84 with 18 secondarily connected Leaders = 102. One Leader remains in our count until she is accepted to her new area in Canada which is expected within a few days. This Leader will wish to maintain NCCLAV as her secondary.

- NDA completed and submitted Group and zip code lists required to populate the LLLUSA Locator Zip Code Tool.
- Anniversary Milestones lists have been compiled and ready for LES

Finance Dept

-As of 8/15//19

General Account: \$12,496.59

Conference Account: \$5,000.00

Morgan Stanley Account: \$22,253.71

- Calendar Peterson Board of Directors Insurance coverage renewed.
- Fiscal Tax report is in preparation
- Groups will be instructed to go to the LLLUSA website to locate instructions and forms to begin process to gain a new EIN#. Previously issued EIN#'s will be obsolete. Instructions on how to submit forms and reporting can all be found on the LLLUSA website. Each Group will send treasury report to LLLUSA so that State and Federal tax reporting can be completed.

Copied here from 4/14/19 Minutes for historical reference until all groups have new EIN#'s:
Leaders/Groups will soon receive IRS 990 forms for reporting on the fiscal year. Discussion continued 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

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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.
Update 7/14/19 - see new business

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

-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 7 Applicants with two nearing completion. There are no applicants on the waiting list.

Agreements - No update as of this meeting.

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]

Professional Liaison

Planning for LES topics are underway.

Two guest speakers will co-lead on topics tentatively titled 'Importance of Understanding the WHO Code/ the roll of HMBANA and peer to peer milk sharing' and 'Cultural Humility Training' to address far reaching impacts on the current challenges the lactation field faces and to correct cultural bias in health care.

- 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 7/14/19.

- From 3/10/19: Currently working to compile updated legal resources for Leaders and parents. No further update Update 8/18/19 See New Business

- 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.

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PL dept report continued.

- 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. No update

From 4/14/19: A department description currently exists on the Network website and was sent to the PL to determine accuracy.

Events

- The California Endowment Center in Los Angeles for November 2020 has been contacted. Possible date 11/14/2020 can only be reserved 1 year in advance on-line at a first come, first served basis. Facility is closed on alternate Fridays and because of holidays in November this is the only November Friday available. Further discussion with the director of BreastfeedLA revealed that creative ways can be found to cover expenses and gain funds for general operation of non-profit.

Vendors are allowed but there may not be any money exchanges. We could not charge vendors if they perceive they could have no sales...which might leave only service organizations. Since facility and AV service is free of charge, we would not be dependent on vendor fees.

- A new proposal has come from a local Leader to consider using the San Diego area as a site for next Conference.

- As time was limited, the many pros and cons will be discussed during the next month.

LES planning

Two PL sessions (1.5 hr) are planned. One or two other sessions on basic Leader topics are still being considered. One should be social media pages/groups, as it is shown to increase interest and attendance at meetings. A Communication Skills Leader is available from Pacific Horizons Area, but should be arranged as soon as possible.[Karima]

-Committees should be formed to cover:

Registration and sign-in and merchandise sales

Speaker needs - AV needs

Baskets Drawing contributions

Set-up and clean-up crew

Refreshments committee

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

-New Leader Observance with new updated Hark Ceremony script. Anniversary milestone pin awarding- list has been compiled and inventory will be checked if a pin order is needed.

- Our NPL will obtain a room at the Hilton (located directly across the street) It was approved that we seek hotel accommodations for our director traveling from Tulare with her family.

Renee will make arrangements

Planning will continue through the month with hopes that Program Announcement and registration would go out by early September.

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Communications & Media Department report

- MailChimp import from gmail account contacts are complete
 - All mailing sent out via MailChimp can now be tracked on % of read and/or action taken in the form of a response to links or surveys.
 - LES Save the Date sent out
 - Reminder to complete Demographic Survey also sent via News & Notes.
 - RegOnline to Cvent data migration completed
 - Announcement graphic for discount Conference Recordings posted.
- Current task: Pull information on all Groups that use social media (FB or websites) to ask that the Communications Director be added as a moderator/admin to be available should Leader's retire/move or can no longer maintain the pages.

LLLUSA Delegate Report

- LLLI Board of Directors proposed universal Agreement template is in question and possibly a violation of the agreement reached between LLLI and LLLSCANV in the MOU. This was discussed during the month via email thread.
- The rumored intentions to dissolve the Global Leader Committee is also in violation as it's creation was specific to the settlement of the suit.
- It was discovered that the original signed MOU remains in the files of a former Board member and was never passed on to subsequent Boards. A request could go to the pro-bono attorney used by LLLSCANV who could provide this document. [Hedi] A final copy of the MOU (unsigned) was located in the files of an old Board yahoo group discussion. All directors were encouraged to read the document fully.
- A google doc was begun to create a letter to be sent to the LLLI Board as a form of a reminder that, as one of the litigants, we (LLLSCANV) remain in the position to enforce the terms of the MOU. It has become apparent that time has clouded the resolved points reached; the agreement is still duly enforceable. All Board members should have input on the content of this letter
- A search should go out for Leaders interested in being part of the LLLI Board Election Committee..as well as potential candidates for LLLI Board of Directors. The Equity and Diversity committee continues to seek members.
- Next Face-to-Face Council meeting is scheduled for September 26 - 29, 2019.

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New Business

- See LLLUSA Delegate Report

After a mother was recently subjected to an issue involving public breastfeeding; it is felt that Leaders (who may be aware that state legislation exists) may not have resources readily available to them when contacted for support. Such sources will be researched and provided to Network Leaders for CA legislation on public breastfeeding; workplace accommodations; jury duty postponement; and custody guidelines. Posting of links will also appear on our website. It is planned to reach out to our local breastfeeding coalition for the most updated links. [Renee]

**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 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 the 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)

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*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 September 8, 2019 at 7:00 PM.
Meeting adjourned at 9:37 PM

Respectfully submitted

Renee DiGregorio - President and Board Recording Secretary

Attached: Department Reports