

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

Meeting Date: 1/12/2020

Call to order: A regular meeting of the Board of Directors was held on January 12, 2020 via Go-To-Meeting at 7:11 pm by Sharon Savene, as organizer.
Due to the holidays, a December 2019 was not held.

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

Elise Hamel

Network Coordinator of Communication and Media

Emily Niemeyer

Area Representative / AR - Orange County Inland Empire

Romy Rapoport

Area Representative / AR - Central LA Beaches

Hedi Herrmann-Blanton

Network Professional Liaison / LLLUSA Council Delegate for LLLSCNV Network

Elizabeth Krey

Area Representative / AR - Nevada and Northern CA Deserts

Stephanie Laurean

Out-going Network Financial Coordinator/ NFC; Director Emeritus

Departments not currently represented:

Leader Accreditation - Network CLA not assigned

Agreements - OPEN

Approval of Minutes

Minutes of 11/10/19 meeting were viewed and approved by quorum during the month and have been posted on the Network website. A notice went out to Network Leaders that these documents are available for viewing.

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Annual Election of Board Directors

Only position open for election is President of the Board with Renee DiGregorio concluding her one-year term.

-It was proposed and agreed by quorum that Karima Khatib assume the role of President for 2020 calendar year.

-It was proposed the long-unused position and responsibilities of Executive Facilitator be reinstated and that the responsibilities that are currently that of Recording Secretary be incorporated in this position. The ECF will provide the Board meeting agendas and be available to facilitate each meeting.

-It was proposed and agreed by quorum the Renee DiGregorio assume the role of Executive Facilitator for the calendar year of 2020.

-As a reminder a list was provided of starting dates and term limits for all appointed Directors. List available upon request. *see New Business for further discussion

Old Business

-Discussion continued on a proposal to discontinue our CA non-profit status. Research will continue; especially focused on the settlement arrived at between the LLLI Board of Directors et al and LLL of SoCA Inc. Research would reveal if dissolving our corporate status could impact or create a loss in our entity's ability to oversee the suit agreements.

-Department Descriptions for the Network Website: From 9/8/19 -Professional Liaison [Hedi] currently has a description that may need revision and updating. The existing Publications Department [Elise] description will most probably need complete revision to update to current use of mass group email and social media for Leader communications. Update: Tutorials are being created. No further updates as of 11/10/19. No further updates as of 1/12/2020.

- New EIN assignments. Two directors have worked extensively to arrive at the appropriate procedures in order to effectively communicate the financial necessity to update to our Network Groups regarding assigned EINs. Emails are being prepared to send to Network Groups and contact Leaders to instruct them as applicable to either obtain a new EIN and name LLLUSA as the tax alignment; or to instruct on how to transfer an existing EIN to align with LLLUSA. All groups will be encouraged to apply for an EIN (and align as above) whether or not they intend to open a bank account. Without an EIN the group may not legally accept donations, memberships, or fundraise.

-After the initial input and review put forth by the LLLUSA Bylaws and Policies Team with a very restricted deadline requirement; not much more has been heard. Over all the Team continually inquired about the short deadlines; which resulted in a perceived inability to thoroughly discuss certain aspects in detail. The value of our Network participation was to be heard should any proposed changes impact the final agreement/MOU of the suit.

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Old Business continued...

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] Update was provided during the month, but not discussed at this meeting. No update as of 11/10/19. No update as of 1/12/2020

Department Reports

Leader Department

-Statistics for Group/Leader contacts went out earlier this month and numbers are being gathered for submission.
-ACLs/ARs have set out emails on the two LLLUSA candidates for the LLL Board of Directors, making Leaders aware that dates are set on FB for each candidate to be available to answer questions. Eventual on-line voting will take place from Jan 22 - 25, 2020. The Network will send another reminder for Leaders to vote.
-A Leader is retiring in Nevada and North Counties Deserts and closing the group. It was found that funds remained in a group account. The Leader will close the account and draw final funds in the form of a bank check and send for deposit in the Leader Enrichment Fund. Update 11/10/19 - email sent to Leader asking for status. No response as of 1/12/2020. Another reminder will be sent to stress the importance of releasing these funds. [Renee]

Area Database Administrator

Review of Raiser's Edge Area lists has been completed in prep for January 31, 2020 closing. Numbers on that date will be used as criteria for cost sharing. As of this date there are 83 Network Leaders. That may alter slightly before the end of the month.

LAD

There are currently 6 active Applicants. Due to non-response of the only Network ACLA, continue attempts will be made regarding her interest in fulfilling her responsibilities in the LAD. That Leader has already expressed interest in retirement.

Events

-The CA Endowment Center in Los Angeles has been reserved (and deposit sent) for Friday, November 13, 2020. The Events Director proposed asking Lisa Marasco to be the featured speaker for the day. Initial contact was made with Lisa and she expressed eagerness to present for us. Contracts will be forthcoming pending Board approval ...but initially it is proposed that LLL of SoCA Inc., pay full honorarium; hotel, travel and incidental expenses. It was agreed by quorum to retain Lisa Marasco for this special event.

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Events continued....

LES is rescheduled for Saturday, February 29, 2020 in Fountain Valley. The 'Save The Date' went out December 5, 2019. Agenda was ready for approval for this Board Meeting. Final touches will be applied with the intention for Registration with full Agenda to be sent out via MailChimp this following week.

-A final planning GTM meeting will be held February 23, 2020 at 7:00 PM

-Job lists will be re-issued.

-Sue Garcia provided information on remaining Marriott rewards for use by Board members coming from a distance. Reservations have been completed and rooms assigned. One other Board member will be staying with Sue at her home.

Finance

As of 1/12/2020

General Account: \$12,603.14

Conference Account: \$5,000.00

Morgan Stanley: \$22,343.86

-Last quarter of 2019 (for 2018) cost sharing was paid 1/11//2020. Figure was based on 95 Leaders at \$54.00 = \$1282.50

-Search to fill vacant Network Financial Coordinator went out in November News & Notes. No responses as of 1/12/2020. It is suggested that a 'push' email be sent asking Leaders to explore possible interest among family or business associates to do pro-bono work. It is also possible to solicit a college student with an interest in intern work with a non-profit.

-No update as of 11/10/19 Tax filing is due at the end of this month. [Stephanie]

Communications and Social Media

-Director has been involved in preparing announcements for:

..Save The Date for February 29, 2020 and preparing registration website for sending one LES Agenda and Registration finalized.

..Posted announcements from LLLUSA regarding LLLI candidates for Board of Directors open FB Q&A and upcoming voting window.

Podbean software used to store and arrange access to 2018 Conference Session recordings is due for renewal. Original purchases gave live streaming access for 1 year..with the last recordings purchased in early January 2019. It was agreed by quorum that we do not renew for another year. The Network still has the recordings and will explore ways to post them on our Network website.

Action remaining from 11/10/19

-Video tutorials are being created for specific social media platforms/tasks.

-Canva will be set up for multiple group usage. No update as of 11//10/19.

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Communications and Media continued:

-Social Media Guidelines that were received from LLLUSA and will be posted on the Network website for Leaders in December.

PL Department - not available

Agreements

No recent activity, though close to completion. With the current revision and review to By-Laws and PSR, it was thought to ask if the previous urgency to update agreements could now be on hold awaiting the outcome of the Review Committee. No update as of 1/12/2020 [Sharon]

LLLUSA Delegate Report

Our Board was invited to join a ZOOM meeting with the LLLUSA Council on Thursday, January 9, 2020. Previously submitted points were covered.

The LLLUSA Council further requested:

- Search for Leader interested in joining the Global Leaders Committee. Soon after the suit agreement our Network had representation, but there has not been participation since 2016.
- At this time the position of Coordinator for Live Love Latch is open. Materials are on file and a new Coordinator would have much in place to assume the responsibilities. Minimally it is hoped that a committee be formed of experienced Leaders who have held successful LiLoLa events. An announcement for both these positions will go out to Network Leaders. [Elise]

New Business:

-When reviewing Board term dates, it was observed that there was absence of terms limitations for ACLs/ARs. Term limitations for department members (which includes AAPLs) were in place years ago in the Management Guidelines when originally written, but were absent in the update written in 2015. There is also no mention of department head or member term limitations in the Network Agreements.

Issue at hand: ACLs/ARs, when appointed by their Areas, represent their Area Leaders on the Decision Making Body (the Board of Directors). There is no mention that these ACLs/ARs are then to be recognized a voting members of the Board; but at a time unknown, they were designated as such. Terms limitations for ACLs/ARs should be in place to be uniform with Department Head terms as shown below in an excerpt of the Management Guidelines. This would eliminate the possibility of ACLs/ARs remaining a Board member without term limits. Further discussion is needed to revise both the Management Guidelines and Network/Area Agreements to include term limitations.

Excerpt from Management Guidelines 2015 revision:

ARTICLE VII -- TERM OF OFFICE

SECTION 1. Each Department Head will serve for a term of three years. With the approval of the BOD, the BOD may extend the Department Head's term for two one-year extensions.

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Next Board meeting is scheduled for February 10, 2020 at 7:00 PM.

Meeting adjourned at 9:04 PM

Respectfully submitted

Renee DiGregorio - Executive Facilitator