

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

Call to order: A regular meeting of the Board of Directors was held on June 14, 2020 via Go-To-Meeting at 7:38 pm by Sharon Savene as host.

Members present :

Karima Khatib

Network Coordinator of Leaders- NCL, Board President

Renee' DiGregorio

Network Event Coordinator / NEC; Executive Council Facilitator

Sharon Savene

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

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

Elise Hamel

Network Coordinator of Communication and Media

Not present:

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 5/17/2020 meeting were viewed and approved by quorum during the month and have been posted on the Network website. A notice will out to Network Leaders that these documents are available for viewing. [Elise]

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Old Business

- LES - among the evaluations received there were two Leaders who expressed interest in Area work. Because of the anonymity of the form, these individuals were unable to be identified. A post will go out on the SCANV Leaders FB page to ask those Leaders to respond. [Renee] Update 6/14/20 No responses received

Network and Group EIN (Employer Identification Number) summary:

The majority of the Board Meeting was devoted to the Group EIN issues.

-After learning that the Board and NFC in place prior to January 2016 had incorrectly aligned all groups under the SoCA Inc. and it's EIN, the current NFC began assigning each group new EIN numbers. Those groups were informed to respond to the annual Group Finance report so that appropriate 990s could be issued. It was only until recently that it was learned that groups did not fulfill that mandatory reporting.

-In mid 2019, LLLUSA informed all Network Areas that groups should now be aligned under their EIN. Networks were provided with forms in order to make the necessary alignment changes.

-In preparation our Network reached out to all known groups to confirm the EIN, bank information, and responsible party. A spreadsheet was created to record all collected data. It was discovered that several groups were still carrying the Network Corporation 95- EIN number.

-As a result of the non-filing mentioned above, several groups began receiving notification from the IRS that reporting had not been completed, and followed ultimately with a notice of revocation of EIN.

-Choices were discussed in this meeting on how to proceed:

Option 1: All groups would apply for reinstatement; align with LLLUSA...in doing so, penalties incurred would be paid by the Network

Option 2: All groups would apply for a new EIN..align it with LLLUSA. At one point it was considered that our NFC would apply for these new EINs, but a responsible Leader's contact Social Security number would be needed. This assistance was ultimately rethought for personal security reasons.

It was concluded that option 2 would be most appropriate.

An announcement will be drafted to explain this new requirement as well as the instructions provided earlier by LLLUSA.

If groups are reluctant to follow through, they will be made aware that they may no longer accept memberships or donations and will be required to close the group bank accounts and send remaining funds to LLL of SoCA/Nev. Another option would be for those groups to filter future memberships and donations through a Group Account that has up-to-date EIN and alignment.

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Old Business continued:

-Further discussed was to reinstate the EIN or apply for a new EIN for LLL of SoCA Inc. Because the current EIN is tied to our corporate documents, it was decided to pay the applicable fees and reinstate.

Update 6/14/20 Final Draft of Letter is ready and waiting for some Groups that have not yet responded to Group Financial Report. Reminders will go out this next week.

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 No update as of 2/23/2020 Though several workshops are being planned with the help of Trainers aligned with Pacific Horizons. Update: a complete CS series is planned for May in Thousand Oaks. Update 5/1/20: planned series has been cancelled and will not be rescheduled until social distancing mandates are lifted.

Update 6/14/20: On-line versions of CS sessions are available through LLL USA West . A contact person will be located to obtain details on how this can be made available to Network Leaders [Sharon]

Department Reports

Leader Department

-There is potential interest in the ACL/AR position in NCCLAV. [Karima]

No update as of 6/14/20

-Shared what had transpired with a Leader moving back into NCCLAV from Utah Area wishing to reinstate. After dialogue with Utah Administrators who shared issues that arose when the Leader first became active in their Area, a refresher process was offered and refused. The Leader will remain retired. The Leader was made aware of the availability of a Grievance Procedure, should she wish to pursue this further.

-Our Network PL was required to have clarification dialogues with a newly accredited NCCLAV Leader regarding Group FB content. Though not instructed to do so, the Leader removed questionable posts. Within a few days, Area Administrators contacted NDA indicating that said Leader wished to disconnect from NCCLAV and change her Primary Connection to 'Connecting Leaders Across Borders', part of Mosaic Network...adding that Leader did not wish to maintain a secondary connection with NCCLAV. The change was recorded in the RE the same day.

Network Database Administrator: Currently 79 active Leaders with 1 pending retirement in July.

LAD

1 Hark during the month, with 7 active Applicants. One applicant recently withdrew.

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Events

The following repeated here for timeline purposes

-From March 2020: notice was received of the cancellation of Lisa Marasco's planned talk on April 4, 2020 at Henry Mayo Hospital due to the COVID-19 precaution guidelines hosted by Pacific Horizons. After discussion we will proceed to ask Lisa to send contracts so that we can make an official announcement as soon as possible. Should the COVID-19 still be at crisis level; we will choose to cancel.

5/17/20 Update: PH has tentatively rescheduled at the same location for a day in Sept 2020.

-On-line discussion on the possibility of approaching PH event organizers (as it appears the Sept event will also be cancelled) to join together to co-host Lisa Marasco at our reserved location and date. In a phone conversation with Ann Russell she expressed some interest and must confer with PH conference committee. They have tentatively rescheduled for Spring 2021. Ann will respond with comments and decisions.

- Depending on the pace of state mandates on 'opening' and relaxing social distancing, we should accept the possibility that even the November scheduled date may be cancelled.

Update 6/14/20 After clarification of our proposal, Ann Russell presented to the PH Conference Committee and within a few days responded with a decline to co-host an event. Legitimate concerns were detailed regarding the unknown status of COVID-19 restrictions; limited attendance as many lactation professionals had been impacted financially due to work closures; and the realization this could result in low attendance numbers...thusly minimizing desired supportive revenue to either co-hosting Area. Further thoughts were to encourage Lisa Marasco (or any speaker) to create their own webinar and find a way to market presentations. The CA Endowment Center website indicated that they were closed until the end of the year, but after reaching out to our contact person, they assured us that our November date is still secure. If we choose to postpone, we would be given first consideration for a rescheduled event in late January/early February 2021.

Board further discussed Zoom webinars that are being more commonly used. LLL of Texas Network has cancelled their in-person Conference scheduled for August to a complete on-line format.

Finance

As of 6/14/20

General Account: \$12,403.78

Conference Account: \$5,000.00

Morgan Stanley: \$23,148.19

-Search of NFD announcement was again posted on the Network Leader FB pages with no response

-Responses to Group Financial Reporting have been steadily coming in, with a few yet to respond. These remaining Groups will be contacted directly by phone. Once all have reported,

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Finance report continued:

the above mentioned EIN instruction letter will be sent out to all responding groups with active bank accounts. [see New Business]

-Annual invoice has been received from Calender-Robinson Co., Inc. for renewal of Board Insurance. The renewal amount is unchanged from previous years of \$934.00. Prior to Board approval of this expense; discussion was reopened as to the reason this policy was initiated in Summer of 2017. Further discussion concluded that it was necessary to continue a protection; as it was shared that it is common for corporations to carry insurance for their directors. Before approval, brokers will be contacted to discuss pricing..either with this current company or obtaining bids elsewhere. Policy details will be forwarded to the Board members who will be conducting the search [Renee']. Inquiries will be made if such insurance could be under the LLL USA legal coverage. [Hedi]

-Quickbooks monthly charges are \$70.00 with the possibility to lower to \$40.00 by removing features that we do not commonly use. Unanimous approval was given to make this alteration.

-The on-line meeting platform of Go-To-Meeting has been unreliable for Board meetings. The current annual fee of \$348.00 is paid through April 1, 2021. NFD will check to see if a partial refund could be obtained if cancelled early. It was shared that paid Zoom platforms cost approximately 50% less. If refund is available; Board meetings will most probably transfer to Zoom. Zoom also offers webinar features commonly used for educational opportunities. (see Events)

-Current NFD will continue with job responsibilities, with schedule term ending January 2021. Until then she will continue in a limited capacity as performed in the last year.

Communications and Social Media

-A MailChimp email was sent to all primary and secondary SCANV Leaders re: 2019 LLL USA Social Media Guidelines and LLL USA and LLLI Branding Guidelines including how to access logos and documents on respective Leader areas of websites. Also included was an additional bullet list of reminders for social media posts & mixing causes..

Update 6/14/20 Despite these guidelines, a Leader continued to post inappropriate content (see New Business)

-Involved in review of letter to be sent out to Group Leaders regarding EIN application.
Action remaining from 11/10/19

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

Update 6/14/20 On hold due to birth of new babe.

PL Department - A PL department member has retired. Efforts will be made to obtain files.
5/17/20 no update. No update as of 6/14/20.

-Actively involved in FB issues mentioned in New Business.

-Subject specific Leader Education plans have been assumed at the LLL USA level

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Agreements

Update of existing version of Network Agreements were posted for review. Unfortunately no responses were received. With the promise that once LES is completed, all indicated they would review and agree with or present suggestions. 5/17/20 No update

-Update 6/14/20 Detailed in LLL USA Delegate Report - additional wording regarding Network choice of delegates is to be considered

LLLUSA Delegate Report

From 5/1/20 Hedi proposed a motion: The "Formal Settlement Agreement" (as referenced in the Memorandum of Understanding (MOU) between La Leche League International, Inc. (LLLI) and La Leche League of Southern California, Inc. (LLSCA) of Dec 2011) be submitted to the Attorney for La Leche League of the United States of America, Inc (LLL USA). Motion passed.

Background info: SCANV is now under the auspices and support of LLLUSA. As such, the attorney assisting LLL USA desires to secure the terms in the Formal Settlement Agreement. This is hoped to ensure that the safeguards of the lawsuit are being properly administered by the LLLI BOD. LLLI is in the process of re-writing the "Agreements" and By-Laws that affect the relationship between the LLLI and LLL USA.

This motion was submitted before this Board due to the MOU agreement stating: the terms be kept confidential. It is the opinion of Stanley Lieber, JD, contacted by Hedi on 5/15/20, that that confidentiality referred to is public disclosure. Providing it to an attorney is not public disclosure. It is written in the MOU that "legal disclosure obligations" are allowed. And since SCANV now operates under the LLL USA structure, the lawsuit terms should be known to LLL USA's attorney. The law firm that serviced LLL of So CA Inc in the litigation is being contacted to obtain said agreement.

Update 6/14/20 Attorneys O'Melvary and Meyers (law firm on record) was sent an official demand to release the 'Formal Settlement Agreement". Unfortunately the requested documents (final signed settlement documents) were not located in files. A sixty-seven page document similar to what was already on hand was forwarded by a former Board Director/archivist...with a date indicated that 'if no further revisions are received in 60 days, the final settlement papers will be filed'. It is difficult to conceive that the attorney or any LLL of So CA Inc former Board members do not have a copy of the final document. It can only possibly be assumed that since there might not have been revisions, the final version presented was considered legally binding and thus became the final document. This found document will be forwarded to the LLL USA attorney [Hedi]

The law firm further indicated that the files can remain in their archives or be released to LLL SoCA Inc. Board Representatives. If released, the firm would consider their involvement with the suit, closed. A new resolution is considered to allow the LLC to continue to archive the files. Said files can be subject to pre-arranged review by any designated Board member at a time convenient to both parties.

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LLL USA Delegate report continued:

-Future proposed LLL USA Delegate selection. In an effort to maintain Network autonomy and their choice of LLL USA Delegate(s), the LLL USA Council shall accept the Network chosen representative without further vetting. One other Network had experienced delayed acceptance of a chosen delegate similar to the issue our most recent chosen delegate was subjected ie six month probation.

This detail will be added to the Network Agreements. [Sharon/Hedi]

New Business:

-In order to connect with Network Leaders, it was suggested that a Zoom 'Social Event' be held on a semi regular basis to overcome the loss of Leader-to-Leader support during the stay-at-home mandates. The benefit of having our Leader Enrichment Day just prior to shut-down was fortunate..but with the possibility of not holding a Conference Event this year, as planned, Leaders may enjoy connecting socially via Zoom. Some of these might also be used as Leader Enrichment PL topics.

-The LLLUSA Council, in response to the accelerated, worldwide spread of CoronaVirus (COVID-19) has requested that all LLL meetings and gatherings be suspended. That notice was shared on our Network Leader FB page and the LLL Meeting Los Angeles FB page.

5/17/20 Update: Until further notice all in-person meetings are cancelled.

Update 6/14/20 Though not official, suspension of in-person meetings may continue to the end of the year.

Next Board meeting is scheduled for July 12, 2020 at 7:00 PM.

Meeting adjourned at 9:23 PM

Respectfully submitted

Renee DiGregorio - Executive Facilitator