

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 September 13, 2020 via Zoom at 7:04 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

Hedi Herrmann-Blanton

Network Professional Liaison / LLLUSA Council Delegate for LLLSCNV Network

Elise Hamel

Network Coordinator of Communication and Media

Romy Rapoport

Area Representative / AR - Central LA Beaches

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 the 8/9/2020 meeting were viewed and approved by quorum and will be posted on the Network website. A notice will go out to Network Leaders that these documents are available for viewing. [Elise]

Old Business

-New EIN applications -

Letters to 12 reporting Groups were sent out asking to apply for new EIN (see Addendum A for reasons and history)

Communication Skills and EDI Committee

-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]

Update 7/11/20: Apparently contacts were shared several months ago and missed. Renee will write to Misty Dunn to determine how we can take advantage of the on-line courses.

Update 8/9/20: Response was received from Sue Scott indicating that courses are being set up on the website and will soon be ready for use. The sessions would be the equivalent of module 1 and 2. Updating is planned to language and focus on diversity and inclusivity.

- EDI Committee (see PL Report)

- Board Insurance Renewal (see Finance Report)

- From 8/9/20 Zoom access continues to be 'borrowed' from an existing Group to continue holding our Board Meetings. [It was discussed that the Network obtain it's own account for future events and Board meetings. [Stephanie]] It can be considered to continue to 'borrow' until we drop Go-To-Meeting in April 2021?

Department Reports

Leader Department

-After thorough consideration, the interested Leader for the ACL/AR position in NCCLAV has chosen to not accept the position.

-Leader/Group Stats - response has been less than acceptable. Though encouraged to send off to LLLUSA numbers already obtained, it was chosen to hold off until response improves.

Department Reports - Leader Dept continued

- Network Database Administrator:

Currently 77 active Leaders with 21 Secondarily Connected Leaders

- In using MailChimp for important messages to Network Leaders, it was found that many messages are not being opened/viewed. Comments from some Leaders indicate that they are no longer in the habit of reading emails. In order to assure that Leaders are informed, text messaging will be added.

All Leaders were asked for a textable cell phone number. Response has been very satisfactory and a spreadsheet was formulated and sent to the Communications and Media Director.

The text received would contain a link only to take the Leader to the announcement. Texting will not replace MailChimp messaging. A free service was located to fulfill our requirements.

Update 9/13/20 All Leaders responded and a list of cell phone numbers was forwarded to the Network Communications and Social Media Director.

-Updated Area lists were sent to Leader Department representatives

LAD

7 active Applicants. 1 recently accredited Leader in Twenty-Nine Palms

LAD is requiring that Applicants know of virtual meetings so that they may experience Leader responses and observe participants comments and reactions. Technically, without in-person meetings, all Applicants can be considered 'remote'. A Leader can often be found who might communicate Area/Network structure and possibly conduct the Preview.

Events

(See Addendum B for history)

- Since there is a 'Save The Date' of Nov 13 posted, an effort will be made to create an event for this date [Hedi/Sharon/Renee] It was chosen that the topics be focused on Leader Enrichment topics.

- A reminder that a Leader Enrichment Day should be held in early Spring of 2021

- Returned deposit from CA Endowment Center not yet received. Renee' to inquire.

Finance

As of 9/11/20

General Account: \$10,690.05

Conference Account: \$5,000.00

Morgan Stanley: \$23,392.45

See Addendum A for history.

-Group EIN applications -As of this date, 3 have forwarded IRS EIN assignment form with newly assigned EIN. Several other Groups are indicating that they will close their accounts and send bank checks for balance of funds to the Network. A reminder email will hopefully solicit either more new EIN assignments or choose to close accounts. Step 2 will be to instruct how to align the new EIN under LLL USA.

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Finance report continued:

- NFC researched and found we are eligible to reinstate our LLL of SoCA, Inc EIN by using EZ form. A majority approved that she proceed using that form
- A letter was forwarded from LLLI ED from Pat Brewster, former SoCA Leader and author, regarding inclusion of LLL of SoCA/Nevada in a 'planned gift'. A response letter will be sent asking for details [Renee]
- 2nd Quarter Cost Sharing invoice has been paid
- Discussion on creating an financial template to assist Groups in compiling figures for reporting. No update as of 9/13/20
- From 8/9/20 Current NFC will continue with job responsibilities, with a scheduled term ending January 2021. Until then she will continue in a limited capacity as performed in the last year
- Board and Staff Insurance has been paid

Communications and Social Media

No report

PL Department -

No report

From 8/9/20 -Hedi offered a proposal from the LLL USA Council, who had asked all delegates to share with their Area Networks. It is intended as updated reminders and suggested language, all Area Agreements should consider the following criteria:

..Grievance Policy-has the current process worked successfully?; are there areas of improvement needed?

..Involuntary Removal of a Leader who is in violation of an Area Agreement

..Strong emphasis on Continuing lactation Education in addition to a requirement to provide

..Equity, Diversity, and Inclusion training for new and existing Leaders. EDI education suggestions (and enforcement) were made. (see Agreements)

- Suit history See Addendum D

Agreements

Update of the 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

Update 7/11/20: We were reminded that Agreements are not binding...and Network Area autonomy is foremost. The results from the suit with LLLI effectively put this in place.

Update 8/9/20: New focus on revisions suggested by LLL USA.

Update 9/13/20: In lieu of a regular Board meeting, December 13, 2020 will be devoted to updating Network Agreements.

LLLUSA Delegate Report

-Maintained here for future referencing: 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]. Special Board Meeting scheduled for December 13, 2020.

New Business:

- Pat Brewster planned gift - See Financial Report

- Exploration encouraged to find sources to cover Network operating expenses if further Events will no longer be similar to previous annual large, profitable events. A suggestion to add Donation tabs on the LLL SCNV website or Group public FB pages, 'Did LLL help You? - Donate Now'..which will connect to our Network PayPal account.

-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 7/11/20. 8/9/20 no change. 9/13/20 no change

"All in-person meetings have been canceled or moved to an online platform due to concerns over the spread of coronavirus/COVID-19."

Next Board meeting is scheduled October 11, 2020 at 7:00 PM.

Meeting adjourned at 8:59 PM

Respectfully submitted

Renee DiGregorio - Executive Facilitator

Attachments:

Addendum A - Network and Group EIN

Addendum B - November 13 Event

Addendum C - Board and Staff Insurance

Addendum D - Formal Settlement Agreement

Addendum A - Network and Group EIN

Network and Group EIN (Employer Identification Number) summary for archival purposes:

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 its 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. (see progress below)

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.

-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.

8/9/20 No update

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.

Update 7/11/20 All but one group has responded to Group Financial Report and it was decided to not wait and to go forward with sending out letter. Linda Anderson, LLLUSA Finance Committee has offered to review before sending out.

8/9/20 Update: Draft was shared with LLLUSA Finance Chair for input, without response during the month. While waiting for response and also due to the full scale planning for our speaker event, the letter was not sent out. During this next week, full focus will return to finalizing and sending out to Groups.

Addendum B - November 13 Event

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.

Update 7/11/20: The PL Director has made arrangements with Lisa Marasco to hold an informal Zoom meeting to discuss Making More Milk- Second Edition for August 7, 2020 as a Network Live, Love, Latch Event. Early bird Discounts will be offered on purchase of her book. Recorded access to the event will be available for a small fee. Leaders, Leader Applicants, medical, birth and lactation professionals and interested parents are welcome. Upon

registration, questions can be submitted. Announcement and registration will go out this next week [Hedi/Elise] See Old Business for summary.

Update 8/9/20: A letter was received from California Endowment reversing their previous intentions of being open for our event in November. The center will remain closed through the end of the year. It was offered that we still could use their facility as a base site for virtual webinars. In reviewing our success with the Lisa Marasco webinar (where social distancing was maintained at all levels) that their offer did not meet those standards. The other option given was to return our uncashed deposit. A quorum vote chose to ask for the deposit to be returned. [Renee]

Addendum C Board and Staff Insurance

- 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 and officers. 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] Update 7/11/20: Policy was located and details of coverage forwarded to Board members. Our LLL USA delegate obtained information on the Insurance company used by the LLL USA Council. They will be contacted for comparison rates [Hedi]. Current policy expires 8/31/20.*

Update 8/9/20 It was found that the insurance firm that LLL USA Council uses has like coverage at approximately similar cost. A quorum vote approved the renewal with our current carrier, Calender-Robinson Co., Inc. to be paid by the end of the month [Stephanie].

Addendum D Formal Settlement Agreement

-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. (LLSCLA) 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'Melvany 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.* see 7/11/20 update below. 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.

Update 7/11/20 It has been concluded that there may never have been a 'final' copy. With the help of a current USA Council member, who had held a LLLI Board position during the suit, it was thought that when the final draft went out, giving a 30 day reply, that involved parties never responded and the suit, and it's resolutions, was considered concluded .