

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

Meeting Date: 2/23/2020 (previously scheduled BOD meeting was cancelled due to illness. This date had been previously scheduled to focus on upcoming LES)

Call to order: A regular meeting of the Board of Directors was held on February 23, 2020 via Go-To-Meeting at 7:08 pm by Sharon Savene, as organizer.

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

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

Stephanie Laurean

Out-going Network Financial Coordinator/ NFC; Director Emeritus

Not present:

Hedi Herrmann-Blanton

Network Professional Liaison / LLLUSA Council Delegate for LLLSCNV Network

Elizabeth Krey

Area Representative / AR - Nevada and Northern CA Deserts

Departments not currently represented:

Leader Accreditation - Network CLA not assigned

Agreements - OPEN

Approval of Minutes

Minutes of 1/12/2020 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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Primary focus of this meeting is to summarize final plans for the Leader Enrichment Seminar to be held the following Saturday on February 29, 2020.

- Job list responsibilities were all assigned so that set-up and clean up would go smoothly
- AV needs were covered in the event the venue did not have acceptable connections
- Afternoon speakers are prepared to present on agreed topic(s) and during allotted time limits
- Printing of handouts will go to printer this week
- Registration totals are acceptable and most have pre-paid online. 'Cube' for on-site purchases will be available. Cash box will be available to make change.
- Hotel arrangements for two Board members have been confirmed and Network credit card will be placed upon arrival for incidentals.
- Hark and Leader milestone anniversaries list is compiled and ample pins are ready.
- It is planned to hold a post-event dinner at a nearby restaurant for those Board members available to stay.

The following Board business was covered with limited time remaining....

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. Update 2/23//2020: Consultation is being sought from a CPA who is familiar with non profits to determine the best course of action. If EINs are restored, potential penalties will be paid by the Network and will not impact the groups. Another option is to apply for new EINs for all and align correctly at that time.
- 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

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Old Business continued...

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. Update 2/23/2020 A statement from the LLLUSA Bylaws and Policies Team was sent to the LLLI Board reiterating the need for extension of time is needed and still questioned the initial tight response time requested.

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.

Department Reports

Leader Department

-Statistics for Group/Leader contacts are complete and reported by the NCL.
-Our Network Leaders responding by voting online for the two LLLUSA candidates for the LLL Board of Directors. The amount responding was the acceptable percentage to assure our Network's votes were eligible.
-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] Update 2/23/2020 Bank check was received and will be deposited and designated for the Leader Enrichment Fund.

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. Update 2/23/20 A total of 81 Leaders were confirmed and reported on 1/31/20.

LAD

There are currently 10 active Applicants. Due to non-response of the only Network ACLA, continued attempts will be made regarding her interest in fulfilling her responsibilities in the LAD. That Leader has already expressed interest in retirement. Update 2/23/2020 The Network ACLA has chosen to retire. Her remaining open applications have been assumed by Lori Bryan. One of these applications was dormant due to non-response from this exiting ACLA. Within a couple of weeks, that accreditation was completed.

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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. Update 2/23/2020 Pacific Horizons Area had planned an event in April 2020 featuring Lisa. It was general consensus that there should yield acceptable attendance for a similar November event. Sales of Lisa's book could be an optional inclusion with registration, as no sales will be allowed by revue.

A 'save-the-date' of November 13th will be announced at LES, without details of speaker.

Finance

As of 2/23//2020

General Account: \$11,676.28

Conference Account: \$5,000.00

Morgan Stanley: \$22,721.25

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. Update 2/23/2020 A special announcement of need will be requested at LES.

-tax reporting was completed

Communications and Social Media

-Director involved in creating and monitoring registration for LES

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.

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

PL Department - not available

Renee was contacted by Ann Russell, of Pacific Horizons for Hedi's contact information so that she could form a collaboration so that her Area might establish a sound PL presence that's been absent for several years.

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Agreements

Updated version of updates 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.

LLLUSA Delegate Report

-Global Leader Committee voting is due soon to all Leaders. Our Network remains without representation. It should be a priority to represent as it was our settlement with LLLI that resulted in the creation of the oversight committee.

-an invitation was received from the Executive Director of LLLI to partake in a phone call with Renee DiGregorio for the following week.

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.

Update 2/23/20 Review will attempt to insert this omission.

Next Board meeting is scheduled for March 15, 2020 at 7:00 PM.

Meeting adjourned at 9:11 PM

Respectfully submitted

Renee DiGregorio - Executive Facilitator

