

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 May 17, 2020 via Go-To-Meeting at 7:15 pm by Stephanie Laurean as host. After some technical difficulties, meeting was resumed on Zoom at 7:40 pm by Emily Niemeyer 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

Stephanie Laurean

Out-going Network Financial Coordinator/ NFC; Director Emeritus

Hedi Herrmann-Blanton

Network Professional Liaison / LLLUSA Council Delegate for LLLSCNV Network

Not present:

Elise Hamel

Network Coordinator of Communication and Media

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 3/15/2020 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.

Page 2 of 5 - Board Minutes for 5/17/2020

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]

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.

-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.

Page 3 of 5 - Board Minutes for 5/17/2020

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 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.

Department Reports

Leader Department

-There is potential interest in the ACL/AR position in NCCLAV.
-Plans will be made for ACLs/ARs to make regular contact with every Leader in their Areas to encourage regular communication. Update 5/17/20 Efforts continue.
Network Database Administrator: Currently 82 active Leaders with 1 pending retirement in July.

LAD

1 Hark received this week with 7 active Applicants. One new applicant starting soon.

Events

-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 must be cancelled.

Page 4 of 5 - Board minutes of 5/17/2020

Finance

As of 5/19/20

General Account: \$12,990.66

Conference Account: \$5,000.00

Morgan Stanley: \$23,111.10

- A special announcement will be posted again this next week
- 1st Quarter Cost Sharing sent in this last week. (based on 1/31/20 reported # of 81 Leaders)
- Register of Charitable Trust Forms were completed and sent (corporate responsibility)
- Group Financial Report form received thus far was detailed. ACLs/ARs will send a reminder to fulfill the obligation as soon as possible [Karima]

Communications and Social Media

- Director has been actively involved in formatting announcements to be sent to Leaders. She has helped to decipher tax EIN matters.
- All Groups who have FB pages/groups or plan to create one are encouraged to make SCANV as co-host so that should an administrator retire or move, the FB is not abandoned. This feature will link to the SCANV Leader FB page so that announcements of Virtual meetings are available.
- sent MailChimp email 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 additional bullet list of reminders for social media posts & mixing causes. More details below in New Business Action remaining from 11/10/19
- Video tutorials are being created for specific social media platforms/tasks.

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

Actively involved in FB issues mentioned in New Business. It is proposed that the LAD article on Mixing Causes to be shared again with our Leaders.

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. 5/17/20 No update

LLLUSA Delegate Report

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. (LLLSCA) of Dec 2011) be submitted to the Attorney for La Leche League of the United States of America, Inc (LLL USA). Motion passed.

Page 5 of 5 - Board minutes of 5/17/2020

LLLUSA Delegate Report continued.

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.

New Business:

- Several concerning posts were discovered on the LLL SCANV Leaders FB page and on a Group FB page, requiring immediate attention. Examples of mixing causes, personal self promotion, posting non-approved research studies; and not screening breastfeeding resources necessitated that a summary and LLLUSA Social Media Guidelines be sent out immediately as a reminder of what is appropriate for LLL FB pages/groups. With input from our Network PL, an informational message was sent to all Leaders via MailChimp and posted on the LLL SCANV Leaders FB page. The Network PL will follow up directly with Leaders if further clarification is needed.

The ACLs/ARs will follow up in the next week by sending again to their Areas. [Karima]

-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.

Next Board meeting is scheduled for June 14, 2020 at 7:00 PM.

Meeting adjourned at 9:30 PM

Respectfully submitted

Renee DiGregorio - Executive Facilitator