

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 October 18, 2020 via Zoom at 7:09 pm with Sharon Savene as host.

Members present :

Renee' DiGregorio

Network Event Coordinator / NEC; Executive Council Facilitator

Stephanie Laurean

Out-going Network Financial Coordinator/ NFC; Director Emeritus

Sharon Savene

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

Romy Rapoport

Area Representative / AR - Central LA Beaches

Not present:

Elise Hamel

Network Coordinator of Communication and Media

Hedi Herrmann-Blanton

Network Professional Liaison / LLLUSA Council Delegate for LLLSCNV Network

Karima Khatib

Network Coordinator of Leaders- NCL, Board President

Elizabeth Krey

Area Representative / AR - Nevada and Northern CA Deserts

Emily Niemeyer

Area Representative / AR - Orange County Inland Empire

Departments not currently represented:

Leader Accreditation - Network CLA not assigned

Agreements - OPEN

Approval of Minutes

Minutes of the 9/13/2020 meeting were viewed and approved by quorum via email and will be posted on the Network website. A notice will go out to Network Leaders that these documents are available for viewing. [Elise]

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Old Business

-New EIN applications -

3 Groups have applied and received new EINs. 3 Groups have indicated that they will close the accounts. Two groups will surrender balance to LLL of SoCA Inc., and one group will draw closing balance and donate to a neighboring LLL group who has completed the new application. Reminders are going out to 5 groups that have not yet responded.

(see Addendum A for reasons and history)

- Pat Brewster, former local Leader and author was contacted to determine what would be needed to fulfill the requirements needed for her proposed 'planned gift'. A supportive letter was written and provided that she can send to her attorneys and included in her living trust.

- Donation tab for website: It was decided to wait until the corporation has finalized the procedures to reinstate the EIN. Research will continue to determine if such a tab is also available for our Network public FB page and what procedures are required to be recorded as a non-profit.

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.

Update 10/18/20: Email from Misty Dunn received with similar information but not yet ready to 'go live'.

- EDI Committee (see New Business)

- From 8/9/20 Zoom access continues to be 'borrowed' from an existing Group to continue holding our Board Meetings. The Go-To-Meeting platform, paid through April 2021, will be allowed to expire. At that time the Network will obtain it's own account for future events and Board meetings. [Stephanie or Elise]

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Old Business continued:

- November 13 Save The Date. Because of the time commitment required to plan a LES-type presentation it was decided that the November 13 was coming up quickly and the date be cancelled. A date will be chosen for early Spring 2021 for a virtual Leader Enrichment Day. In addition, [Sharon & Hedi] will find a date in early December to hold a Network Social Hour.

Department Reports

Leader Department

- No report. The Area Representative/ACL for OCIE is expected to move out of state within the next few months. Until it becomes impractical, she is expected to continue her responsibilities.

- Network Database Administrator:

Currently 76 active Leaders with one pending move away; 21 Secondarily Connected Leaders Each year ADAs examine their rosters to prepare for the cost-sharing Leader numbers, with the deadline of January 31st. For the convenience of those Areas who bill assessments once a year in November which comes at time when holidays create delayed response, it is being considered to move the deadline to October 31...with proposed start in 2022. Because this Network bills each Leader on the anniversary month of accreditation the change of deadline would not have any impact.

LAD

10 active Applicants. 2 are close to accreditation; one expected drop out due to non-response.

Events

(See Addendum B for history)

- 'Save The Date' of Nov 13 has been cancelled

- Leader Enrichment Day should be held in early Spring of 2021

Proposed topics:

A Leader's role in supporting parents post release from the hospital.

Importance of Recording/Reporting Contacts

Leader's Role in adhering to WHO Code Complianacy

- The deposit check being held by CA Endowment Center was destroyed.

- Social Hour virtual gathering will be scheduled in early December depending on availability of presenters.

Finance

As of 10/16/20

General Account: \$10,096.84

Conference Account: \$5,000.00

Morgan Stanley: \$23,311.29

See Addendum A for history.

-Group EIN applications - (See Old Business)

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Finance report continued:

- NFC has submitted required statements and has applied for reinstatement of our corporate EIN number.
- 3rd Quarter Cost Sharing invoice was paid 9/20/20
- Discussion on creating a financial template to assist Groups in compiling figures for reporting. No update as of 9/13/20 No update as of 10/18/20
- 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
- Group EINs (see Old Business)

Communications and Social Media

- Working with Fran D to find a way to download photographs taken at various SCANV events
- Efforts to organize Google docs/drive and SCANV Dropbox account
- On-going projects: Creating a database of LLL groups and their social media/online presence (website, Twitter, Instagram, Facebook) with admin;log in information to prevent issues with 'abandoned' accounts. Searching for format to display all virtual meetings in a searchable directory with ability to search by date vs location.
- Assisting Financial department to research various bank requirements as groups update with their new EIN.

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)

(10/18/20 see Delegate report)

- 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

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Agreements continued:

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.

Update 10/18/20: See New Business regarding EDI Training requirements.

LLLUSA Delegate Report

- Reminder was sent out regarding an approaching deadline to submit interest or recommend a Leader for the LLLI Board of Directors. An announcement was posted on the Network Leader FB page.

- Search letter should go out soon for a Network Leader to assume Sharon's term ending 2/28/21.

-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.

Update 10/18/20 There is strong sentiment against this among several Council members suggesting that the Council have full privilege to remove inactive delegates.

Network autonomy in regards to delegates will be added to the Network Agreements. [Sharon/Hedi]. Special Board Meeting scheduled for December 13, 2020.

New Business:

- Department head search letters needed for Events Directors, open Area Representatives, Financial Officer; LAD Director; and LLLUSA Delegate. [special issue of News & Notes?-Elise] Suggested approach: "Do You Want to Build Your Resume During Covid?...here's how."

-Posted here from Board Minutes of August 2019 for reference for the following discussion:

While covering the topic of Agreements, the pros and cons of dissolving our Network was discussed further. There is no precedent and it was thought that perhaps maintaining the status-quo might be best. Some considered it best to explore BEFORE it is discovered that we no longer have the Leader numbers to support it. Looking for a Network to join would be another consideration as LLLWest asks \$98.00 per Leader cost sharing. An attempt to explore other Networks should be considered. Without a Network structure; we would return to the basic Area Council structure.

From a previous meeting:

As suggested at the last meeting, the Delegate presented the hypothetical to Council regarding our lowering numbers and how they would affect our Network status.

Feedback: A precedent for this scenario has not arisen before; but it is felt that any Leaders we have secondarily connected to our Areas may 'count' in maintaining Network status. These Leaders will not be included in our count for cost sharing fees.

Possible disadvantages:

Loss of a Network LLLUSA Council delegate seat(s) and Possible difficulty finding a Network to join

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New Business continued

*Most neighboring Network(s) distribute fees differently (approx. \$62.) as opposed to what LLLUSA requests (\$58.00). Our small earnings would become smaller..unless we raise assessments fees.”} See comment above. We would have to either find a Network that charges less or fundraise to cover the balance for each Leader. Update: In all probability, LLLUSA will encourage and support our remaining a Network. **[added 10/18/20: should LLLUSA lose a Network it could risk their status as a DCE]***

10/18/20 Desolving Network. Discussion re-opened: Addressed again based on two factors. Should a Council Delegate not come forward; it is believed that the work burden would impact our other appointed Delegate and could risk her continued involvement. As a Network we are entitled to two seats on the Council. Work on the Council has been reported to be highly stressful with the added demand for committee involvement. If replacement for both seats does not occur which results in loss of representation; it becomes unnecessary to remain a Network. Secondly, our low active Leaders numbers (even with accepting secondarily connected Leaders as part of our required ‘Network’ count) we still fall below the minimum Network numbers.

Disadvantages:

- loss of our current 5 designated Areas and their Area Representatives (all Leaders would become part of LLL of SoCA/Nevada ‘Area’)
- possible higher assessments fees depending on what Network we join
- possible difficulty finding a Network that is suitable for us (i.e. after reviewing Agreements; cost-sharing fees; and what level of autonomy can be agreed upon)

Advantages:

- Use of our valued Leaders for more local needs.
- Our Areas can return to ‘districts’ with a appointed Associate Area Coordinator of Leaders (AACL) or optional ‘one large Area’ structure.
- New Network may still ask their Areas to continue to gather stats and report results back to them; and perhaps continue Leader Assessment invoicing.

Extension discussion continued

-EDI Enrichment requirements:

Based on the proposed guidelines submitted by LLLUSA, all Leader Applicants and Active Leaders will be required to partake in EDI Training. This will be added to our Network/Area Agreements and the extent of which will be discussed. As of now, Leaders can locate webinars on the LLL USA website in the Leader Section at no charge. Our Network will allow Leaders to choose enrichment/education topics to cover what is required. Should a Leader have difficulty gaining access to the Leader Section, they may email the USA Council for log-in assistance. It is yet to be determined how frequently enrichment will be required or how it will be recorded. Future details on this topic are planned for the December special Board Meeting.

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New Business continued:

-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 November 8, 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 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. (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. (LLLSCA) 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 .