

Ohio Breastfeeding Alliance Meeting Minutes

April 8, 2013 Leadership Board Call, taking place at 11 am via conference call.

Present on Call: Pam Edenfield, Dee Keith, Lori Nester, Sylvia Ellison, Madonna Fasimpaur, Michele Biddlestone, Ann Davis, Jennifer Foster, Terri Rutz, Barbara Greenfield, Krystal Bowden. A quorum of the Leadership Board members was present.

Ann Davis agreed to act as secretary for this meeting for the purpose of recording minutes.

A quorum was not formally established, but was present, as no board members were absent.

Old Business:

Minutes: Review and discussion of the March 9th meeting minutes was tabled at Ann's request, since she did not have her notes handy on questions she had about the March 9th minutes draft. No other minutes were brought forth for review and approval.

Action: Review and adoption of minutes tabled.

Treasurer's Report: A report on the treasury was submitted by Mary Wales via email: *"Current bank balance as of 4/4/13 is \$1121.76. There were no memberships (renewal or new) and no income. Expenses from 3/1-3/31/13 were \$186.83. We were charged \$27.99 by Intuit Website on 3/11. This needs to be addressed before 4/11/13 since we now are with WebHostingHub. Mary Wales"*

No questions regarding the report were raised. Mary's report noted that OBA is now paying for two web hosting services, and that the old Intuit account needs to be closed. Dee will take care of cancelling the Intuit account.

Action: Treasurer's report accepted.

Bylaws Task Force: Ann submitted this report from the first meeting of the bylaws task force: *"The Bylaws Task Force met on April 2, 2013 to begin work on reviewing the bylaws, drafting recommendations for changes, and delineating what should be delegated to the Policies and Procedures Manual instead of being included in a bylaws change. Our review took us up through Article 5, focusing mainly on Articles 4 and 5. We will continue our work, going on through Sections 6 through 14 when we are able to meet again. In between meeting times, we are working on preparing drafts based on the language we agreed on, to compare and create a final draft of recommended changes for the board to review and carry on to the membership for consideration. We will also prepare a draft of recommendations to address in the Policies and Procedures Manual for the consideration of that committee/task force. Respectfully submitted, Ann Davis, Karen K. Gromada"* There were no questions regarding the committee report.

It was asked if any others were to join the task force, and Ann recalled that when the task force was set up at the March 9th meeting, it was suggested that someone post on the OBA Members Yahoo list to invite others to participate. It was suggested that Ann extend that invitation on the Yahoo list, and Ann agreed to do so.

Action: Bylaws committee report accepted, and Ann Davis will issue invitation to increase members of task force.

The status of Leadership Board members was discussed. Dee responded to a question from an earlier meeting asking if OLCA had given a grant to OBA, saying no grant was given to OBA, but was given to the

MamaTotoMatema project. It was noted that OLCA had not paid nor signed the membership form in support of OBA, and that Region 6 had also not paid membership nor signed the form. It was agreed that Region 6 had been exempted from paying for membership. It was agreed that OLCA and Region 6 may not have received proper notification of the need to sign, and that those organizations would take on responsibility for signing the form stating support of OBA. It was further agreed that a system should be put in place that if a member organization is renewing OBA membership, that renewal payment would assume signature of the support statement. It was agreed that the current membership system is not working very well, and needs to be improved. Attempts to pull together available membership data will hopefully result in a fairly current membership roll, so that minutes may be sent to members as well as an announcement of an Annual Meeting.

Action: none noted.

Discussion of the NICHQ/CDC project was postponed so that nominations could be discussed, under New Business. Dee read the nominations received for the Executive Committee elections:

Nominated for Chair: Madonna Fasimpaur, Sylvia Ellison

Nominated for Vice Chair: Michele Biddlestone

Nominated for Treasurer: Jennifer Foster, Barbara Greenfield

Nominated for Secretary: Krystal Bowden, Ann Davis

Action: Nominations accepted and presented to the board.

The process agreed to at the March 9th meeting was for the ballot to be posted via SurveyMonkey after the adjournment of the April 8th meeting. Dee is responsible for posting the SurveyMonkey ballot, as she has access to the OBA SurveyMonkey account. Dee plans to ask another person to help her create the ballot and get it up and running, as she is not as familiar with the process. She plans to ask Karen Gromada to help her create the ballot, and will send out the email notifying all of the opening of the election as soon as possible, likely in 24-48 hours. This should still give plenty of time before the stated conclusion time on April 12 at midnight.

Action: Dee will take charge of creating SurveyMonkey ballot and notifying board of election opening.

Requirements for qualifying for Executive Committee service were reviewed. Chair and Vice Chair positions must be an OBA member, and must have served on the Leadership Board for one year. Treasurer and Secretary must be an OBA member and there is no minimum term to have served on the Leadership Board. All Leadership Board positions can only be filled by someone who has been a member of OBA for at least six months.

Action: none noted.

Conflict of interest on the part of the Members-at-Large was discussed. Viewpoints were presented that Leadership Board members who represent outside organizations (rather than are serving as regional representatives) have a conflict of interest in serving OBA because they have a prior responsibility to serve the organization they represent, especially if they hold a position of authority. Some Leadership Board members were uncomfortable with Members-at-Large serving as Executive Committee members. Other viewpoints were expressed that because OBA is a coalition, it is expected that representatives of organizations will participate as equal partners at the table with all other interested parties, and that the expertise they can bring to the board is important. Michele had spoken ad hoc with three sources, two of whom had felt there may be a conflict of interest, and one who said that it was up to the coalition to determine how to operate. Jennifer recalled to the group that the USBC model of coalitions is that all members and representatives of organizations serve equally, per the definition of how a coalition operates to be inclusive and not exclusive of participants. There was a consensus that the question of

conflict of interest does not affect the current nominees for Executive Board positions. There was also consensus that the Bylaws Task Force should take up this question.

Action: Bylaws Task Force to review definition and determination of conflict of interest.

Dee proposed that the board adopt a code of ethics for behavior of board members, and had emailed a sample code of ethics from Breastfeeding USA as a sample. This is an item to be included in the Policies and Procedures Manual, and to be signed by each board member, to hold board members to behavior in the best interest of OBA. Dee agreed to revise the sample document to be adapted for OBA's use, and to send it around to all board members within the next two days. She will request edits and comments from board members and the board will take up the proposal again at the next board meeting. No objections to this proposal were heard, so the proposal was adopted by consensus.

Action: Dee Keith to draft code of ethics proposal within 48 hours, email the draft to board members asking for comments by a specified deadline.

Development of projects and program development was discussed, as being necessary to be reflected in the Strategic Plan being worked on by Barbara and Krystal. This should reflect "what are we doing?" so it can be understood what OBA's objectives are. There was some confusion on what Barbara and Krystal were working on, the Policies and Procedures Manual and/or the Strategic Plan. Both Barbara and Krystal stated their understand was that their work was on the Strategic Plan. Ann contributed that the Bylaws Task Force is making note of items that need to be addressed in the PPM rather than in the Bylaws, so that will form the basis of the PPM. Barbara and Krystal have not yet had a chance to work on the Strategic Plan to any extent.

Action: none noted.

Questions were addressed to one nominee for the EC about her plans for fulfilling the job requirements. As a result of this discussion, it was agreed that all nominees will provide a brief vision statement for their nominated position, to be emailed to all board members for their consideration as they make their decisions prior to voting. The deadline for this statement was set as midnight Tuesday April 9th.

Action: EC nominees to submit a vision statement for the elections process.

At the conclusion of this discussion, there was a motion by the chair to adjourn, this was not answered, but the call was concluded as the board members left the call.

Respectfully submitted,

Ann Davis
May 5, 2013