



Ohio Breastfeeding Alliance – *Human Milk for Human Health*

Meeting Minutes for June 10, 2013 Board Conference Call, beginning at 11 am

Present: Sylvia Ellison (chair), Ann Davis (secretary), Dee Keith (R1 Rep), Jennifer Foster (Treasurer), Lori Nester (R3 Rep), Terri Rutz (R1 Alternate), Madonna Fasimpaur (R5 Rep), Pam Edenfield (R6 Rep), Mary Burton (R6 Alternate), Krystal Bowden (R7 Rep) joined at 11:35.

Not Present: Barb Greenfield (R4 Rep)

Operational Items:

Approval of minutes: The May 10 2013 minutes were circulated for approval. Dee sent corrections to minutes of May meeting, and approval of those minutes was tabled until corrections were made and circulated. Meeting minutes of previous meetings (1/21/2013, 2/7/2013 [approved conditionally], 2/11/2013, 3/9/2013, 4/8/2013) still need to be approved.

It was proposed by Madonna that the voting roster should be included in minutes; not just who objected but also who supported the motion. Dee seconded the motion, and it was passed, the vote being as follows: Voting Yes: Sylvia, Dee, Pam, Ann, Jennifer, Lori and Madonna. There were no No's. The motion was accepted.

Mary Burton asked for clarification as to how her eligibility to serve as Region 6 representative was affected by her OBA membership. Mary joined OBA as part of Region 6's coalition in 2011, but not as an individual member. Sylvia clarified that as a result of the motion passed in May, the current regional reps are eligible for full board privileges as a result of being appointed by their region. There was further discussion about how OBA recognizes the regional coalition seeking to place representatives on the OBA Board. This is an issue to be addressed by the bylaws task force.

Secretary Transition: During the discussion of minutes corrections, it was noted that OBA still needs to reconstruct an accurate roster of current members. Dee and Sylvia agreed to forward any relevant records to Ann for that effort. Sylvia and Ann will get together to go over the old database and sort through the notes therein. Ann stated that OBA has updated the necessary records with the Ohio Secretary of State's office to remain in existence, and also changed the Statutory Agent (Contact person) for OBA to Ann Davis for the immediate future. The Statutory Agent can be changed at any time with a \$25 fee. Ann has also updated financial information with the Ohio Attorney General's office for the past three years, as required by the State of Ohio. Ann stated she is still working on updating IRS records in order to be able to file 990-N; she expects we will be able to do that mid-July as she was able to update the IRS records over the phone. That will bring our EIN back into compliance with reporting needs, and we can proceed with the 501c3 application. Ann stated her research shows we also need to amend our Articles of Incorporation to reflect needed legal language for the 501c3 application, and that the IRS says we may be classified as a 501c4 organization. Ann stated our current Articles of Incorporation are a form only, and called Initial Articles, which should have been amended immediately after to become

formal Articles of Incorporation and include all the needed legal statements. The IRS has templates to complete this task, which then must be reviewed by a lawyer, and approved by vote of the membership.

By Laws - Megan Renner, USBC: Ann had no updates to share on bylaws changes. Ann is waiting to hear back from Megan Renner with her notes and review of the OBA bylaws, and Megan will participate in the task force work on bylaws. There have been no further meetings of the bylaws task force. Mary Burton has joined the bylaws task force.

Treasurer transition: Jennifer reported she hopes to get the bank account transferred in the next week or so, pending work to be completed by Mary Wales, former treasurer. Transfer of the bank account is needed in order to have the USBC funds for the Capacity Building/Continuity of Care Project deposited, as USBC will not deposit the check into an account not managed by the currently elected treasurer.

USBC Best Fed Project planning update:

Capacity Building Project: Lori reported that per her discussions with USBC, part of the money can be used for the fee for the 501c3 application. She has been talking with Tina Carderelli, recommended by USBC for OBA to work with on this project, about board retreat possibilities, how to split up time and who is involved. Tina gave suggestions, and Lori needs to get feedback from our group on how to proceed, so Lori will put together a summary to gather feedback from board members. Overall travel expenses for all participating will be a consideration for the budget for the project.

Continuity of Care Project: Terri offered her thanks to Jennifer for completing the Continuity of Care application, and Jennifer is continuing to help in the transition of management of this project from herself to Terri. Jennifer will complete a budget for the project. Jennifer again noted that transfer of the treasurer position is contributing to holdups in getting this project funded.

Dee and Madonna had questions about the content of the May 2 phone call between USBC representatives and OBA representatives. Jennifer and Ann clarified that OBA attended that session at the request of USBC, to answer any questions OBA may have about fulfilling the contract stipulations for the Capacity Building/Continuity of Care projects. There was no agenda set before the meeting except to bring questions about the contract. A request was made to find out if there are any recordings or notes from that meeting for review by board members who were unable to attend. Dee stated she is glad to know there is a contract because of previous OBA experience on the Business Case project with USBC. Jen stated there was a webinar for Continuity of Care project representatives, and that recording may still be available. Sylvia affirmed the suggestion and requested that anyone who finds the link, please let everyone know if that exists by sending it to all via email.

Interstate 10 Step Collaborative Meeting Report: Sylvia reported on her attendance at this program held May 16 & 17 2013 in North Carolina. This is a public health program jointly sponsored by UNC-Chapel Hill public health program and Carolina Global Breastfeeding Institute. The purpose of the meeting was to bring everyone together including states who aren't doing so great at initiating the 10 Steps, to share experiences and move all forward on 10 Steps, and offering support for Best Fed Beginnings hospital work. A meeting for 10 Steps for childcare settings was also held, with states that have made a lot of progress in this subject; this may lead to groups getting together in future to support each other.

New Business:

Setting Next Meeting: Sylvia asked the group about exploring other options for meeting days and times for phone conference meetings. All were ok with doing an email check on options for meeting times/days. Finding different options for phone conference systems or perhaps Internet conferences was discussed, as some members do not have easy or free access to long distance. Lori shared that she is finding how to access long distance and conference calls via VoiP (Voice over Internet Protocols) and will share that with others as well.

Dee made a motion to adjourn the meeting, seconded by Lori, and the meeting was adjourned by the chair.

Respectfully Submitted by Ann Davis, Secretary