



Ohio Breastfeeding Alliance – *Human Milk for Human Health*

Meeting Minutes for October 3-4, 2013, Board Meeting
October 3, 5-9 pm; October 4, 9 am-12 pm

October 3, 2013

Present: Sylvia Ellison (chair), Ann Davis (secretary), Jennifer Foster (Treasurer), Lori Nester (R3 Rep), Mary Burton (R6 Rep).

Guests: Megan Renner (USBC Director), Kinkini Banerjee (USBC Coalition Coordinator).

Excused: Pam Edenfield (R6 Alternate), Dee Keith (R1 Rep), Terri Rutz (R1 Alternate).

Not Present: Krystal Bowden (R7 Rep).

The October 3 meeting took place at the Meadowlark Restaurant, Dayton, Ohio. The evening began with each person introducing themselves and a sharing session about what keeps you working in breastfeeding/lactation issues with OBA. Contact information was requested from each board member, as we do not have mailing addresses or phone numbers for many board members. Ann will continue to collect that information and distribute it to all board members.

Jennifer shared a short video, "Teach Me How To Breastfeed" which can be seen at http://www.youtube.com/watch?v=ax85hE3_2uE.

Approval of minutes: The draft of the minutes for the September 9, 2013 Board Conference Call were reviewed. Two changes were noted: in Paragraph 3, under Regional Representatives Resignation, the sentence beginning "Central Ohio Breastfeeding Sylvia..." is an editing error, and will be changed to "Sylvia has also received notice from Madonna Fasimpaur that she is resigning as representative for Region 5, via a phone call." And the paragraph will continue, "Madonna noted she has had problems engaging Region 5 coalitions to send a representative to replace her. Coalitions in Region 5 include Northeast Ohio Lactation Association, and coalitions in Region 4 include Central Ohio Breastfeeding Coalition." The paragraph will then continue as originally drafted. The second change is on page 3, under Regional News: "Healthy Children's CSD course" is changed to Healthy Children's CLC course."

A motion was made by Sylvia to approve the minutes with the inclusion of those two recorded changes. Lori seconded the motion. The motion was approved unanimously. The final draft of the September 9, 2013 minutes will be posted to the OBA website.

Our guests, Megan Renner and Kinkini Banerjee, were able to attend the meeting due to a last minute cancellation of a meeting they had expected to have in Cincinnati with CDC personnel, who were unable to attend because of the government shutdown. When they found themselves with free time due to the CDC cancellation, they contacted OBA to see if they could attend our meeting and address questions we had presented to USBC before on support for coalition development and organization.

Megan presented the group with an updated version of the Guidelines for State/Territorial/Tribal Breastfeeding Coalitions (the old version is at <http://www.usbreastfeeding.org/Portals/0/Coalitions/Coalition-Guidelines-2008-10.pdf>) for review. Megan encouraged the group to develop the “how” instead of the “why” of the coalition, in order to lead to action. She asked us to consider what we want the coalition’s identity to be, and to work out what the “voice” of the coalition is. Some characteristics were identified by the group: that OBA be a proactive entity, reaching out into the state rather than waiting for others to come to us; that OBA have a separate identity from ODH and WIC, as the state breastfeeding coalition and the WIC breastfeeding coordinator should not be seen as one and the same. It was reiterated that we can build our identity rather than taking on what others allow us to do. We can connect with whoever needs us to be a resource for them to support breastfeeding.

Parts of the Guidelines were discussed in comparison to where OBA is at. Some items that OBA was noted as needing to improve were including multisectoral membership, identifying members and member organizations across the state especially in determining representation on the board, developing a board code of conduct/conflict of interest statement and agreement, and holding regular meetings and elections of executive board officers.

Regarding multisectoral membership, it was noted that more diverse representation needs to be recruited and represented in OBA’s membership. Megan shared USBC’s experience with working with diverse partners, including having some members play an advisory role instead of an active role, which still allows that diverse voice to reach the table. Megan and Kinkini both stressed that the definition of a coalition is of a coming-together of diverse parties who leave their main roles outside for the purpose of the shared goal of the coalition; in this case, to support breastfeeding. Potential members should not be excluded if they are willing to agree to further the shared goal. Some members may need to have a defined role in order to come to the table; for example, government agencies will not want or be allowed to play a voting role (by virtue of their own rules) but should be represented and consulted because of their role in policy that affects breastfeeding support.

Regarding the identification of potential membership, the need for the board to be proactive in reaching out and talking to potential members around the state was discussed. Reaching out to nontypical partners and including more than those already directly involved with breastfeeding allows the coalition to expand breastfeeding support to more sectors of society. Board members have expressed concerns in the past that some partnerships may bring influences that could be detrimental to breastfeeding support, or steer the coalition’s goals and purpose in a less assertive direction. It was reiterated that the idea of a coalition was to be a common ground for the larger good, and that this involves bringing parties from all sectors into the discussion. Currently our Bylaws do not allow members to engage in choosing OBA leadership. Members do not vote directly on the composition of the Leadership Board, thereby eliminating the most direct engagement of members in an organization. Beyond considering changes in the selection of leadership, there need to be different ways for members to engage with OBA, and bring their perspectives into focus. This may include identifying different types of members, or identifying different roles besides being a member. Being able to see a return for their engagement will help potential members or those with other roles to participate.

In talking about membership, Megan noted that only members should participate in electing regional representatives, and that asking stakeholders at large who were not members of OBA to elect/appoint regional representatives may be illegal. The implication is that OBA needs to prioritize the revision of

how regional representatives are selected. Previously, representatives have been selected by groups that include stakeholders who are not necessarily members of OBA.

Regarding the problem of conflicts of interest, it was noted that real power can come from hearing different voices. However, within the board, differences can be problematic. These problems can be handled by effective board orientation and policies that keep the positions of board members clear. The nominating process for board candidates also presents an opportunity to use references and discussion to gain in-depth knowledge of a candidate and what skills as well as potential difficulties they may present to the board.

Megan shared a short document that excerpted from a legal opinion USBC received on their governing documents, and from their membership categories, to show how USBC addressed these issues. Megan emphasized that in considering changes to the Bylaws and the Articles of Incorporation, it must be understood as to how each is legally binding on the organization and its members. The excerpt regarding governing documents reads: "A nonprofit corporation's bylaws can be viewed -- and have been seen by the courts -- as a contract between the corporation and its members. The bylaws set forth provisions addressing the organization's management, its membership structure, issues regarding board terms and qualifications, and similar matters. The bylaws may not be inconsistent with state law or with the organization's articles of incorporation. In order of hierarchy, state law prevails, followed by the articles of incorporation, the bylaws, and any board-approved governance policies or procedures, in that order. Each document at the lower end of the hierarchy must be fully consistent and compliant with the documents above." This implies OBA needs a better understanding of Ohio Revised Code 1702, referring to nonprofit corporations, in order to properly revise its governing documents. It was agreed to discuss the draft Articles of Incorporation in more detail on Friday.

The need to place a priority on the amendment of the OBA Articles of Incorporation was put in perspective by this legal opinion as well, as it supersedes the authority of the OBA Bylaws. The board considered a motion by Mary to adopt the procedure of a paper ballot mailed to current active members for the purpose of adopting amended Articles of Incorporation. Lori seconded the motion. The motion was passed unanimously.

The Bylaws revisions were discussed. Ann handed out a working list of the issues to be addressed by the Bylaws Task Force, which has met once in April 2013. The Bylaws Task Force currently consists of Ann Davis, Karen Gromada, and Mary Burton. There was agreement that the issue of defining members and how regional representatives are selected is a high priority item for the Task Force to address.

The OBA regional map was discussed. A short review of the different regional maps used by the Perinatal Network, OLCA, WIC and OBA was given. Ann expressed the view that there may be less of a problem with how the map is drawn than with how we know who is a member in each region and how OBA recognizes a regional representative, especially where there may be more than one coalition operating within a region. The issue of how regional representation is determined may be revisited by the board.

The meeting concluded shortly after 9 pm, as our reservation for the meeting room expired, with work and discussion to be continued on the morning of October 4, 2013. The session was formally adjourned by chair Sylvia Ellison.

Respectfully Submitted by Ann Davis, Secretary

October 4, 2013

Present: Sylvia Ellison (chair), Ann Davis (secretary), Jennifer Foster (Treasurer), Lori Nester (R3 Rep), Mary Burton (R6 Rep).

Guest: Megan Renner (USBC Director).

Excused: Pam Edenfield (R6 Alternate), Dee Keith (R1 Rep), Terri Rutz (R1 Alternate).

Not Present: Krystal Bowden (R7 Rep).

The October 4 meeting took place at Wright State University School of Medicine offices, where Sylvia works and was able to obtain a meeting room for the group.

Treasurer Report: Jennifer reported no change in the bank balance and also no progress on access to the PayPal account. She will be in touch with Dee to try to access a full copy of that account's records. She is still compiling a list of OBA projects and assets that need to be included in the budget or marked as closed. After discussion, it was decided that the Child Care project was to be marked closed, as no further information has been received about it, and no one has reported that it is still being worked on; that RISCS was also to be closed for the same reasons, and that MamaTotoMatema has been removed from OBA purviews and is no longer working through OBA accounts. These three projects will be removed from the website as well, and moved to the "Breastfeeding Resources" page as links that are not associated with OBA. (note: The childcare project doesn't have a web resource to link to, so we may not be able to provide any links to that project.)

Regarding OBA assets, Jennifer is still looking for information regarding possible electronic image files that were used to illustrate the Childcare Project PowerPoints, and whether that asset is in a transferable format. She has learned more from Michele Biddlestone regarding the Physician Education program CDs that were purchased from the Washington State Coalition. Those CDs are available, and Michele continues to use them for educational purposes at O'Bleness Hospital in Athens where she works, although she has to supplement the material with more up-to-date references. She is happy to share them with others if there is a need, but would like to hold on to them to continue to use them if there is no immediate need. Michele will continue to hold onto the CDs and use them at O'Bleness; we appreciate that they are valuable to her efforts there. It was suggested that OBA look into an updated resource to share among members for similar programs.

Secretary Report: Research of the records of membership forms submitted showed that OBA membership currently stands at 18-19 active members. Many memberships have lapsed, and there has been no membership reminders sent out since Sylvia resigned as secretary in Spring 2012.

In a short discussion, Lori asked if corporate lactation policies compiled in a database could be a possibility, as a resource to lactation professionals being consulted about problems or concerns with compliance with the ACA requirements for break time for nursing mothers. This would allow those consulting with mothers to quickly find out what policies are in place at the mother's workplace concerning lactation. Some problems with this kind of database might be corporations unwilling to make public internal policies, or not wanting to be called to task for possible violations, which would essentially bring personnel issues outside the corporate setting.

Creating a Board Code of Conduct was discussed. Megan offered a copy of USBC's Leadership Code of Conduct (attached) and also two links to similar documents created by Lamaze International: Culture

Statement: <http://www.lamazeinternational.org/index.php?mo=cm&op=ld&fid=142> and Commitment of Conduct: <http://www.lamazeinternational.org/p/cm/ld/fid=319>.

The draft of amended Articles of Incorporation was discussed and some revisions and deletions were suggested. Megan will also go through the draft in more detail. Ann will edit the draft with those suggestions and return it for consideration. The process to move the amended Articles towards adoption was renewed, following the board decision on Thursday to conduct a vote by mail for adoption of the amended Articles. There are only a small number (18-19) of current active members eligible to vote on the subject of adopting the amended Articles, which are needed to bring the Articles of Incorporation into best practices and to be current for the 501(c)(3) application. Responsibility for the cover letter to members, the ballot and for legal review of the draft Articles before they are submitted to the membership are to be determined. Consulting with the Voinovich Center or the Ohio Association of Nonprofit Organizations (OANO) was mentioned as possible resources for legal review of the draft Articles.

In continuing the Bylaws discussion, it was agreed to prioritize clarifying who is a voting member. The current board selection process may not be in line with Ohio law, and this needs to be investigated. Electronic elections and elections by mail are permitted by Ohio law. A nominating committee can take on the issue of making sure that board members are selected to represent all regions of Ohio. It was noted that there are risks to rejecting potential members, as OBA could be sued for doing so. USBC's membership policy allows clear delineation, but also gives places for potential members to create further categories. Possible membership categories include individuals, nonprofit organizations, government agencies, local coalitions, and for-profit organizations/businesses.

Another issue to be addressed is how votes will be distributed among members. It was noted that members' voting rights may be different than board members' voting rights. It was agreed that the Bylaws Task Force should address these issues and make recommendations.

The membership form was reviewed to make sure all were familiar with current OBA membership categories and structure. A revision was suggested and agreed to, allowing a donor category to be included at the top of the form for those who may wish to donate either in addition to membership, or in lieu of membership. It was suggested that the donors be grouped and known as "Friends of OBA." Another revision for the membership form that was suggested was the inclusion of a statement to acknowledge that opinions of OBA do not necessarily reflect the opinions of members and vice versa.

The structure of the Leadership Board was discussed, with an eye to possible changes that might provide a flexible structure as well as meet OBA goals for representation and coalition-building. Megan suggested that we reconsider reserving spots for Members at Large, and instead focus recruiting and search efforts on seating board members who can bring specific needed skills to the board. It is becoming a common best practice to look closely at the resume of potential board members and matching them with needed skills for board operation. Again, the nominating committee and process can be structured to execute policies that call for selecting board members that help OBA function well. A nominating committee can consist of board members only or of a mix of board members and non-board members of OBA. The work of the nominating committee should be closed, to allow for thorough discussion of attributes, skills, personalities and strengths and weaknesses of potential board candidates.

Megan suggested an assessment tool can be used annually to survey the current board for their skills, strengths and weaknesses, and what skills and attributes are needed in future board members. The nominating committee can then use the results of the assessment tool to set their agenda and recommendations for the next board opening. The nominating committee can meet regularly and take charge of following the terms of board members, and setting their agenda in advance of when openings come up. A nominating committee can only choose nominees; their election or appointment still needs to be provided for in the Bylaws. A nominating committee should have limits on the terms of members so that the make-up of the committee changes regularly. It should be a standing committee that operates regularly. The USBC uses a nominating committee and can provide an example of operating that kind of committee.

Continuity of Care Project: Megan discussed better coordination of communication between USBC support and project contacts Donna Walls and Liz Maseth, to help them form their workplans and feel well-oriented moving forward.

Capacity Building Project: Work on the amendment of the Articles of Incorporation is part of capacity building, and funds from this project can be used to help facilitate completion of the draft, its review and the voting costs. Megan will be available to consult with the Bylaws Task Force as they continue their work, primarily through email. She will be submitting her notes on the current Bylaws to the Task Force as input on the work. Megan recommended the Task Force use a drafting method for the Bylaws revisions that shows 1) the old section of Bylaws being revised, 2) the new proposed revision, and 3) the rationale for the revision, in helping to present their work to the board. The Task Force will also need to work out methods to coordinate work between the current members who are as far apart as Canton and Cincinnati. Lori is continuing to keep in touch with Tina Carderelli on her ability to work with us on board issues and coalition building, or to see if anyone else is available if Tina is not. Tina's surgery went very well, so it may be possible that she will be able to commit to meeting with us in the future. Lori will submit an invoice to USBC so that we can receive the Capacity Building funds.

The board's charge to the Bylaws Task Force was to focus their attention on these issues as priorities:

- Membership categories
- Board structure
- Executive committee election

The board asked that the Task Force address these issues and present proposals to the board by the end of 2013. This would mean that proposed revisions would be ready for review, discussion and adoption by the board in January 2014. The Task Force will need to schedule work sessions accordingly.

The effect of any changes in the Bylaws on the current board was discussed. Megan stated that the revision planning can include a transition plan to any new board model. A timeline can be constructed to allow for planning new elections and the creation of a nominating committee.

The board discussed the creation of a policy for travel expenses to address the expectations and needs of board members. It was agreed that OBA cannot afford to reimburse travel expenses at this time. The board will address drafting a statement about travel and expense reimbursement, as this will also be important information as we recruit new board members. The board agreed to review this policy annually as budget positions may change.

The board agreed that in order to ensure we are communicating with all Leadership Board members, all will be asked to affirm that they received a copy of these minutes when they are sent out. If a board

member is unable to attend a meeting, this needs to be communicated to the chair and secretary so that the absence can be excused.

The board discussed when the next meeting will be held. It was felt that an October conference call may not be needed, but may be useful for continuing work. Some board members had commitments for October 14 that excluded their ability to attend a board call that day. Sylvia will make a decision about the meeting date, but a conference call in October is possible.

The management of the Yahoo! Chat lists and the Facebook page was discussed. It was agreed that the current management (Karen Gromada) is doing an excellent job, and that it would be a good idea to have some shared management/ownership to ensure transition of those online communication tools if needed. It was agreed that having Karen continue her work with those assets is valuable and communicating with her about adding other administrators for future needs is desirable.

The meeting was formally adjourned by the chair at 12:10 pm. Not all items on the agenda were addressed, and these will be moved to the next meeting.

Respectfully submitted, Ann Davis, Secretary.