

# Ohio Breastfeeding Alliance Leadership Committee Meeting Minutes Board Retreat 3/9/13 9:30am

*Present:* Dee Keith, Michele Biddlestone, Ann Davis, Madonna Fasimpaur, Krystal Bowden, Barbara Greenfield (Karen Gromada attended part of the meeting as an advisor for the bylaws)

*Not Present:* Jen Foster, Terri Rutz, Sylvia Ellison, Pamela Edenfield, Lori Nestor, Mary Burton

\*Motion to accept minutes of Voinovich meeting (recorded by Madonna) by Michele / seconded by Ann / motion passed unanimously

Subject to reexamination when typed notes with corrections are resubmitted

Robert's Rules (abbreviated as RR)

## *Discussion*

- (Madonna) suggest that we follow RR more closely
- Updated version of RR suggests a less formal procedure
- (Ann) suggests shorter version of parliamentary procedure
  - (Note by Karen: OBA bylaws specify Robert's Rules as opposed to general parliamentary procedure)
  - A Kindle version of RR is available for 99 ¢
- [(unknown) per Ann Davis notes] suggest we have someone become more cognizant with RR to help facilitate (*cf notes of vice chair below*) (Michele) RR should be used for conference calls
- (Dee) will find a 2-page summary of RR (for OBA orientation packet?)

Website

## *Discussion*

- Will be working on having an orientation/welcome packet available to board members that included a [link](#) to an abbreviated version of RR (to remain respectful of RR copyright) in a password protected portion of the website
- Domain names we own:
  - [Ohiobreastfeedingalliance.com](http://Ohiobreastfeedingalliance.com) .org .net
  - [Ohiobreastfeeds.org](http://Ohiobreastfeeds.org)
  - [Ohiobreastfeedingcoalition.org](http://Ohiobreastfeedingcoalition.org)
- What other domain names (if any) should we own?
- "Ohio Breastfeeding Coalition" will become available soon

Bylaws (direct quotes from OBA bylaws will be in *blue*)

*Discussion (possible bylaw change [b] clarification for policy and procedure [pp])*

Section 3.6. Voting. In general, decision-making for OBA is to be by Member consensus. When unable to reach consensus, a vote may be held at any regular or special meeting of OBA. Active Members shall be entitled to vote on all matters submitted to a vote of the membership, including the election of Leadership Board members. Each active Member, whether representing a coalition or an organization, or an individual, shall be entitles to one (1) vote on each such matter.

- Clarification needed that the election of Leadership Board members takes place on a regional basis [b]

Section 4.1. Annual Meeting. The Leadership Board shall schedule an annual Meeting of Members each year, and all Members shall be welcome to attend. The place and time shall be specified in a notice of the meeting made available to all Members.

- (Ann) Part of the commitment to the Board needs to be a willingness to travel
- Suggestion made that the first meeting of the newly elected board be made in person [pp]

Section 4.1.3. Failure to Hold Annual Meeting. The failure to hold an Annual Meeting at a time stated as in accordance with these Bylaws does not affect the validity of any OBA action or work any forfeiture or dissolution of the OBA.

- The Annual Meeting will be scheduled by the new Executive Committee after elections

Section 4.2. Regular Meetings. The OBA general body will meet at least two times a year to conduct official business, and all Members shall be welcome to attend. The place and time shall be specified in a notice of the meeting made available to all Members.

- Clarification needed that one of these meeting can be regional and one of them can be the annual meeting [b]

Section 4.3. Special Meeting. A special meeting of the membership may be called by the Leadership Board Chair or by at least a ten (10) percent of the active Members, by petition signed by such Members and delivered to any Leadership Board member. All Members shall be welcome to attend a Special Meeting; the place and time shall be specified in a notice of the meeting made available to all Members.

- Noted that membership database needs to be updated so we know how many 10% would be

Section 4.4. Manner of Acting. Any elections and all decisions requiring a vote of the active membership shall be passed by a simple majority of those voting. Voting may be held in person, by mail, electronically (to the extent permitted by law), or by any combination of these methods, at the discretion of the Leadership Board, as described in the OBA Policy and Procedure Manual.

- Clarification needed as to specifics of voting (when, where, and how) [pp]

5.1.1. Delegation of Duties. The duties of any Leadership Board (Board) member, including the duties of those elected to the Executive Committee, may be delegated to another Board member, OBA Member or contractor retained by the OBA to perform such duties. Any such delegation shall not relieve the Board member of any responsibilities imposed by law or these Bylaws. Any Board member whose duties are delegated shall supervise and approve the actions of the individuals actually performing such duties.

- Establishment of leadership board alternates for each region [b]
- Clarification that appointments come from each region [b]
- Each region would still have only one vote

5.2.1. Members-at-Large. At its discretion, the Board may request that an organization or agency having a particular stake in promoting, supporting and protecting breastfeeding/lactation and with representatives or members throughout the state of Ohio, elect or appoint a Member-at-Large to serve on the Leadership Board as long as the total number of Board members does not exceed eleven (11).

- No term limit/term limit to be determined by stakeholder [pp] (*further discussion of MAL below*)

Section 5.8. Vacancy. Vacancies occurring on the Leadership Board for any reason may be appointed by majority vote of remaining Board members. A Board member so appointed to fill a vacancy shall complete the unexpired term of that Board member's predecessor.

- This should be done at the regional level [b]
- There may need to be some standardization as to ID the regional coalitions
- Reaffirm that all representation comes from regions

Section 6.1. Executive Committee Members. A Chairperson, Co-Chair or Vice Chair, Treasurer and Secretary shall be appointed from among the Board members as the Executive Committee, referred to as the EC, of this corporation. Duties of all EC members are described in the OBA Policy and Procedure Manual.

- The EC should only need to act in matters of expediency and not make decisions that could be made by the board [b]
- Examples and clarification in [pp]
- Brief descriptions of roles included in election section below [pp]
- Members-at-Large
- The role of at-large members must be clarified— these positions carry an inherent conflict of interest [b]
- At-large members do not generally sit on ECs— whether or not this is the case for OBA needs to be directly stated [b]
- At-large members could possibly hold some positions but not others
- May not be chair, for example?
- The number of at-large members on EC could be limited to one (or none)

Section 7.2. Committees and Task Forces Appointment. The Leadership Board shall have the right to appoint any Member to a committee or task force as deemed necessary to conduct the affairs of the OBA.

- The difference between a committee and a task force needs to be clarified [pp]
- The process for creation and maintenance needs to be established [pp]

Section 7.3. Conflict of Interest. All candidates for or members of the Leadership Board and of any OBA Committee or Task Force shall disclose in writing the existence, nature and extent of any real, perceived or potential conflict of interest prior to election or appointment. Any conflict found after the election or appointment shall be disclosed. The material facts with regard to any real, perceived or potential conflict shall be documented as described in the OBA Policy and Procedure Manual.

- Should board members sign a declaration of conflict of interest? [b]
- Form would be in [pp]
- Definition of conflicts of interests needed [pp]

Priorities for Policy and Procedure

Roles of:

Regional reps

Members at large

Executive committee (*see further descriptions below*)

Appointment vs. election as to how members are appointed to board

Bylaw decisions and clarifications can and will expand into the creation of the policy and procedure manual

*Action*

\*Motion to form Bylaw Task Force (temporary working group) made by Ann / Seconded by Michele / motion passed unanimously

\*Motion to allow task force to appoint own chair made by Ann / seconded by Madonna / motion passed unanimously

\*Motion to establish the task force as consisting of 2-5 members by Ann / seconded by Madonna / motion passed unanimously

Ann and Karen established as members of task force by consensus

(?) will post to OBA member list to recruit others to task force

Strategic Plan

*Discussion*

- Ours needs to be updated
- Usually shorter than the one we have
- Usually included values, purpose, mission
  - We need a mission statement
- RI and San Antonio have good examples of clear and succinct strategic plans

*Action*

Barbara and Krystal will work on a draft of our strategic plan based on the new format to be presented at the next meeting

501(c)3

*Discussion*

Michele has been working on this

Incidental info needs revision

Narrative description needs to be written

*Action*

Dee and Michele will finish narrative and will report at next meeting

Continuity of Care Application

*Action*

Dee will make necessary revisions and resubmit the document

Executive Committee Election Timeline

Notification will go out asap to each region inviting them to (re)confirm their delegates (and alternates?) by Monday, March 25<sup>th</sup>

Nominations for the executive committee must be sent by email to the chair [deletion per Ann Davis' notes] by 11:59pm on Monday, April 1<sup>st</sup>

Separate nominations for

Chair

Duties as stated in Bylaws and RR

Vice Chair

Duties as stated in Bylaws and RR

In charge of membership

Steward of parliamentary procedure

[Deletion per Ann Davis' notes]

Secretary

Duties as stated in Bylaws and RR

Treasurer

Duties as stated in Bylaws and RR

May oversee financial officer

Chair will tabulate nominations and announce them at the next board call on Monday,

April 8<sup>th</sup>

Voting will be open after the board call

Election of EC will take place electronically on Survey Monkey

Votes must be placed by 11:59pm on Friday, April 12<sup>th</sup>

New EC will be announced on Monday, April 15<sup>th</sup>

[Decision as to when the new EC will start will be discussed during 4/8/2013 meeting.)

per Ann Davis' notes]

Will be responsible for

Scheduling Annual Meeting

Summer fundraiser

Strategies for transition

Should the old and new board meet face to face?

Should new board's first meeting be face to face? [pp]

Final questions for consideration

Should the Membership application be revised?

What should be included in an orientation packet for new board members?

Motion to adjourn meeting by Barbara / seconded by Michele / meeting adjourned

Submitted by Krystal Bowden, with corrections in brackets [ ] from Ann Davis' notes.