



Breastfeeding USA
Empowering you with mother-to-mother support

The mission of Breastfeeding USA is to provide evidence-based breastfeeding information and support, and to promote breastfeeding as the biological and cultural norm.

Breastfeeding USA, Inc.

Email Address: bod@BreastfeedingUSA.org Website: <https://BreastfeedingUSA.org>

Breastfeeding USA

Board of Directors

Public Board Meeting Agenda

Date: 01/19/2017

Time: 8:30 pm EST

Location: Via Conference Call

<https://global.gotomeeting.com/join/272137077>

You can also dial in using your phone. United States +1 (872) 240-3311 Access Code: 584-995-021

Call To Order

The meeting was called to order at: 8:33 EST

Roll Call: Board Member Attendance:

| | | |
|---------------------|----------------|---------|
| Toi Lowe | President | present |
| Ginger Gorrell | Vice-President | present |
| Tamika Simpson | Secretary | present |
| Carol Delaney | Treasurer | present |
| Ann Dempsey | Director | present |
| Ali Kulenkamp | Director | absent |
| Kate Nadeau | Director | present |
| Rebecca Ruhlen | Director | absent |
| Jada Wright-Nichols | Director | present |

I. Actions by Consent

A. Approval of Actions by Consent, as listed in Appendix [A](#)

Jada - motions that we approve as written

Carol - seconds

Aye - 7

II. Treasurer's Report (see appendix [C](#))

Carol presented the report, and the full report is in the appendix.

III. Old Business

none

V. New Business

A. Appoint Elections Chair

Ann would like to appoint Lauren Logan as Election Chair. Lauren served previously on the committee when Ann chaired and has been trained to take on this position. She is very knowledgeable about the process.

Ann motions that we appoint Lauren Logan as Election Chair

Second - Ginger

Aye - 7

B. Bylaws Committee

Ginger would like to form an Ad Hoc committee to review and potentially update the Bylaws. This idea was suggested at the Annual Meeting by Patty Jacobs.

Carol motions that Ginger forms and chairs a Bylaws Ad Hoc

Kate seconds

C. Liaison Updates

- a. Rebecca/Kate - VS & Education
 - i. Rebecca was absent from the call. She requested the lanyard discussion be added to the agenda.
 - ii. Kate is working to schedule a more in depth conversation with Education soon.
- b. Jada - Communication, IT, & Advocacy
 - i. Jada has been in touch with the Chairs of these committees, and will work out plans to move forward.
- c. Ann - Funding and Development & Grants
 - i. Ann started by working with Aimee Teslaw, who was in charge of Grants. Between the conversation about grants, Aimee's interest in learning more about fundraising in general, and the fact that our Funding & Development Chair was retiring, Ann and Aimee explored the idea of Aimee taking on a bigger role in Funding and Development. As a result, the BOD has appointed Aimee as the chair of F&D, effective January 1, to replace Patty Jacobs, the former F&D Chair. Ann is impressed by Aimee's enthusiasm, writing skills, and desire to learn and help build Breastfeeding USA's fundraising base.
- d. Ali - Ethics, Grievance, and Inclusivity
 - i. Ali absent from call, so no report shared.

D. Approve Board Job Descriptions

Ginger mistakenly added this item to the agenda. The job descriptions have been approved and published to the website

E. Mia's lanyard budget request

Volunteer Services submitted a request for funding for lanyards as part of their committee work. Two options were shared, based on ordering different quantities. Kate suggested looking for the possibility of a cheaper vendor. Kate will work with Mona and Mia further on this project.

F. Announce Aimee Teslaw as F&D Chair

Aimee Teslaw has been appointed to as Funding and Development Chair. Patty Jacobs resigned as of December 31.

G. CRM

Some preparatory work has been done on the CRM. Susan Penrod was invited to share, as IT Chair. She stated that volunteers were ready and eager to input their work into the CRM as soon as it was complete. The Board asked for the committee to share a timeline of what to expect for data input when the CRM is completed and ready for data entry.

VI. Adjournment

9:19 EST (6:19 Pacific)

Appendix:

[A. Actions by Consent](#)

[B. Grievance Policy](#)

[C. Treasurer's Report Fourth Quarter](#)

[D. October 2016 Board Announcements](#)

[E. 2015 Tax Return](#)

[F. Funding and Development Policy](#)

[G. Updated Board of Directors Job Descriptions](#)

A. Actions by Consent

| | |
|------------|---|
| 06/30/2016 | <ul style="list-style-type: none"> Accepted Rachelle Lesteshen's resignation as Board Secretary Elected Ginger Gorrell and Rebecca Ruhlen as Co Interim Secretaries |
| 07/19/2016 | <ul style="list-style-type: none"> Accepted Cynthia Sear's resignation from Board Director seat with term ending 2018 |
| 07/20/2016 | <ul style="list-style-type: none"> Approved update to Grievance Policy via unanimous written consent (b) |
| 07/23/2016 | <ul style="list-style-type: none"> Approved by unanimous consent Peter Delaney as our pro bono accountant <ul style="list-style-type: none"> Carol Delaney recused herself from the vote, as Peter Delaney is her husband Clarified that as Ginger Gorrell was appointed to fill a vacant seat with less than two years remaining in the term, her current term does not count as a first term, thus she is subsequently eligible to serve for two consecutive full terms per our Bylaws 3.2.6. |
| 07/25/2016 | <ul style="list-style-type: none"> Approved by unanimous written consent the Financial Plan as presented by our Treasurer Voted to accept the fourth quarter Treasurer's Report presented by the Treasurer (C) Appointed Sharon Knorr as Audit Committee Chair, to comply with Section C of our Financial Policies and Procedures. <ul style="list-style-type: none"> Sharon selected Ali Kulenkamp and Rebecca Ruhlen to serve on the committee. |
| 08/12/2016 | <ul style="list-style-type: none"> Voted to create a temporary ad hoc committee to investigate potential changes to the join and donate pages on our website. Approved Carol Delaney as chair of this newly created ad hoc. |
| 08/27/2016 | <ul style="list-style-type: none"> Accepted resignation of Rachelle Lesteshen from her Director position with term ending 2017 |
| 09/28/2016 | <ul style="list-style-type: none"> Appointed Tamika Simpson to fill Board Director seat vacated by Rachelle Lesteshen with term ending 2017 <ul style="list-style-type: none"> In compliance with Article 3, Section 2 Terms, Tamika will be eligible to run for office in 2017 and 2020. |

| | |
|------------|--|
| 10/01/2016 | <ul style="list-style-type: none"> Accepted report from Audit Committee (H) |
| 10/08/2016 | <ul style="list-style-type: none"> Elected Board Officer Positions <ul style="list-style-type: none"> As President, Toi Lowe As Vice President, Ginger Gorrell As Treasurer, Carol Delaney Tabled election of Secretary, as several Directors requested more time to investigate the officer position. Ginger Gorrell and Rebecca Ruhlen will continue as Interim Co Secretaries until a time that a new Secretary can be elected. Approved removing outgoing Director Genevieve Colvin as co signer on the Breastfeeding USA banking accounts and adding Ginger Gorrell as co signer on the accounts, to comply with 1.A of our Financial Policies and Procedures. Carol Delaney is already a signer as Treasurer. <ul style="list-style-type: none"> It must be noted that the Board agreed that while the second signer would typically be the signer, per policy, that our President does not have a local branch of our bank. Ginger Gorrell, as Vice President, was chosen as the next best choice. |
| 10/12/2016 | <ul style="list-style-type: none"> Accepted Patty Jacobs' resignation as Funding & Development Chair <ul style="list-style-type: none"> Patty will continue to serve until 12/31/2016 |
| 10/14/2016 | <ul style="list-style-type: none"> Accepted the 2015 Tax Return (E) <ul style="list-style-type: none"> The approved tax return was immediately filed by Carol Delaney |
| 10/16/2016 | <ul style="list-style-type: none"> Appointed Nikkole Cooper as Chair of the Grievance Committee |
| 10/17/2016 | <ul style="list-style-type: none"> Appointed Ann Dempsey to fill Board Director seat vacated by Cynthia Sears with term ending 2018 <ul style="list-style-type: none"> In compliance with Article 3, Section 2 Terms, Ann will be eligible to run for office in 2018 and 2021. Appointed Courtney Daylong as Communications Chair |
| 10/18/2016 | <ul style="list-style-type: none"> Voted to disband Elections Committee, as specified in our Elections Policy Voted to change Advocacy from an Ad Hoc Committee to a Standing Committee Designated Board Members who were not serving as Officers to act as liaisons for Committee Chairs. The goal in designating these |

| | |
|------------|--|
| | <p>liaisons is to facilitate better and more personal communication between the Board and Committee Chairs.</p> <ul style="list-style-type: none"> ○ Kate Nadeau and Rebecca Ruhlen will liaise with Education and Volunteer Services ○ Jada Nichols Wright will liaise with Communications and IT ○ Ann Dempsey will liaise with Funding and Development and the Grants Ad Hoc ○ Ali Kulenkamp will liaise with Ethics, Grievance, Inclusivity Project Ad Hocs, and any additional Ad Hoc Committees formed during the year |
| 10/24/2016 | <ul style="list-style-type: none"> ● Approved and distributed Board Announcements (D) |
| 11/23/2016 | <ul style="list-style-type: none"> ● Approved updates to the donate page as suggested by the Join / Donate Page Ad Hoc Committee |
| 11/26/2016 | <ul style="list-style-type: none"> ● Approved Funding & Development Policy (F) |
| 12/01/2016 | <ul style="list-style-type: none"> ● Approved updated job descriptions for Board of Directors (G) |
| 12/1/2016 | <ul style="list-style-type: none"> ● Approved request from Join / Donate Page Ad Hoc Committee for a \$2,100 budget increase to complete the website work required for an update to the donate page |
| 12/14/2016 | <ul style="list-style-type: none"> ● Approved request from Join / Donate Page Ad Hoc Committee for a \$1,200 budget increase to complete the website work required for an update to the join page |
| 12/31/2016 | <ul style="list-style-type: none"> ● Appointed Aimee Teslaw as Funding & Development Chair |

B. Grievance Policy

Grievance Policy

As defined by the [Bylaws of Breastfeeding USA](#), a voting member whose membership has been terminated or membership privileges revoked can request that the Grievance Committee be convened to initiate a review of the actions taken ([Article 2. Membership. Section 7. Grievances.](#)).

In addition to the Bylaws, the Grievance Policy is guided by these organizational documents:

1. **The Mission Statement**

The mission of Breastfeeding USA is to provide evidence-based breastfeeding information and support, and to promote breastfeeding as the biological and cultural norm.

2. **The Code of Ethics**

1.4 Communication. *Participants in Breastfeeding USA will communicate in a manner that demonstrates honesty, fairness, responsibility, personal integrity, and respect for self and others. Respectful and ethical communication is fundamental for decision making, for developing relationships, and for enhancing human worth and dignity.*

2.9 Volunteers. *Volunteers are essential to the mission of Breastfeeding USA. Individuals in Breastfeeding USA shall honor commitments to each other and shall maintain communication to ensure the smooth functioning of procedures and services.*

2.10 Feedback and Grievances. *Breastfeeding USA shall provide resources to deliver feedback and facilitate filing and resolving grievances.*

These principles guide the processes implemented through the Grievance Policy:

- **Confidentiality.** Discussion and details of a grievance are limited only to the members of the Grievance Committee and those individuals involved in the grievance. Records will be kept in a manner to ensure confidentiality among the members of the Grievance Committee and those individuals involved in the grievance.
- **Fairness.** Grievances are reviewed without bias.
- **Timeliness.** A prompt response to a grievance provides the best opportunity for a successful outcome.
- **Free of unfair repercussions.** Requesting review of a grievance is considered a positive step in improving volunteers' activities and the overall functioning of Breastfeeding USA. Individuals should not experience unfair repercussions or victimization during or after a grievance is reviewed.

Grievance Process

A person whose voting membership has been terminated by the Board or who has had membership privileges revoked by the organization, may contact Grievance@BreastfeedingUSA.org or any member of the Grievance Committee with questions about the Grievance Process at any time.

General Guidelines:

- A. Definitions. Based on Bylaws, Article 2. Membership. Section 7. Grievances.

1. Person. "Any person whose voting membership has been terminated by the Board, or has had membership privileges revoked by the organization..."
2. Request. "...request that the Grievance Committee convene in order to initiate a review of the actions taken."
- B. At any point in this Process the person may choose to withdraw the Grievance Request.
- C. At any point in the Process a Grievance Committee member who has a conflict of interest or is identified as a party in the grievance will be excluded from the Process.
- D. Grievance Case decisions require participation of a minimum of three members. If fewer than three or an even number of members are available due to conflicts of interest or personal involvement in the Case, the Board of Directors will appoint the requested number of temporary Committee members.
- E. Decisions will be made by simple majority. Minority opinions will be documented.
- F. The Grievance Committee will document all communications.
- G. The Committee member who receives a Grievance Request will be responsible for submitting the request to the rest of Committee and providing next step information to the person.
- I. **Grievance Request:**
The services of the committee must be requested within 60 days of the action taken. Exceptions may be made upon appeal to the Grievance Committee. (Bylaws. Article 2. Membership. Section 7. Grievances.).
 - i. Email Grievance@BreastfeedingUSA.org.
 - ii. The Grievance Committee will respond to all communications within seven (7) calendar days.
 - iii. The reply from the Committee will include a copy of the Grievance Process and the Grievance Request form which is to be completed.
 - iv. Submit the Grievance Request Form.
 - v. All members of the Grievance Committee, except those with a conflict of interest or involved in the grievance, will review the Grievance Request.
 - vi. The Grievance Committee will review the Grievance Request within 14 days of receipt.
 - vii. If the Grievance Committee decides the person's concern can be addressed through the Grievance Process, a Grievance Case will be opened and the Statement requested.
 - viii. The Grievance Committee will then determine how to address the person's concern. A member of the Grievance Committee will provide information and answer questions as to how the concern can be resolved.

Decision to Withdraw.

- ix. At any point in this Process the person may choose to withdraw the Grievance Request.
- x. The Grievance Committee will respond to an emailed request to withdraw the grievance within 7 days.
- II. **Case is Opened:**
 - A. Statement
 - i. The person will submit the Statement to the Grievance Committee within 14 days of receipt of the Statement request.
 - B. Conversation with Member of Grievance Committee.
 - i. A member of the Grievance Committee will arrange a real time conversation with the person within 14 days of receipt of Statement.
 - ii. The Grievance Committee member and the person will review the written statement together.
 - C. Additional Interviews and Statements

- i. Members of the Grievance Committee may request interviews and statements from other persons identified in the person's Statement.
 - ii. These additional interviews and statements will be obtained within 14 days of the Conversation.
 - D. Summary
 - i. Within 14 days of the Conversation and/or Additional Interviews and Statements, the Grievance Committee will prepare a written summary of the information gathered.
 - ii. All members of the Grievance Committee, the person submitting the Statement, and all persons who gave additional interviews or statements will have access to the Summary.
 - iii. Within 7 days of review of the Summary, the person will decide to continue to a Hearing or withdraw the Grievance.
 - iv. The Grievance Committee will notify all persons involved in the Grievance Case of the person's decision.
- III. **Hearing:**
 - A. Meeting
 - i. A phone conference will be scheduled within 14 days of the person's decision to continue to a Hearing.
 - ii. All persons involved in the Grievance Case may be asked to participate.
 - iii. Minutes will be recorded.
 - B. Decision The Grievance Committee will vote on these items:
 - i. Were policies and processes were followed?
 - ii. Should voting membership should be reinstated?
 - iii. If for any reasons a decision cannot be reached due to (a) a tie vote or (b) any other dilemma that cannot be resolved by the Committee, the Grievance Committee will hold a closed meeting to reach a decision. The minutes of this meeting will be part of the Case record.
 - iv. All Hearing participants will be notified of the Committee's decision within 24 hours of the open or closed meetings.
 - v. All persons involved in a Grievance Case Hearing will receive a copy of the minutes.
- IV. **Recommendations:**
 - A. Committees affected by the outcome of a Case will receive relevant Recommendations from the Grievance Committee. Committee response will be required.
- V. **Appeals:**
 - A. A written appeal may be requested within 7 days of notification of a Case decision.
 - B. The Grievance Committee will convene within 14 days of receipt of Appeal to review the process and decision; they will consult with external advisors, including the Board of Directors as needed.
 - C. The Appeal decision will be documented.
 - D. An Appeal may be withdrawn at any time.
- VI. **Follow up:**
 - A. Records management. Documents, including email correspondence, from the Grievance Process will be stored in a secure and confidential location accessible by all members of the Grievance Committee.
 - B. Reflection. Within one month of completion of a Grievance Case the Grievance Committee will meet to review processes and actions and discuss possible

improvements.

- i. Whether or not the Case was withdrawn at any stage of the Process.
- C. Improvements. The members of the Grievance Committee will meet at least once yearly to plan and implement improvements to the Grievance Process.

Adopted June 2012

Updated July 2016

C. Treasurer's Report Fourth Quarter

Treasurer's Report June 30, 2016

| Breastfeeding USA Executive Summary Fiscal Year End Comparison as of 6/30/16 | | | |
|---|----------------|----------------|-----------------|
| | 6/30/16 | 6/30/15 | % Change |
| Income | 36,695 | 32,250 | 14% |
| Expenses | 19,197 | 20,657 | -7% |
| Net Income | 17,498 | 11,593 | 51% |

These year end results are encouraging in light of the fact that as of December 31 our revenues and net income were essentially equal to December 31, 2014 results. All of the growth over prior year results occurred in the second half of our fiscal year.

Breastfeeding USA's net income for the twelve months ended June 30, 2016 is 51% higher than prior year income due to increases in Membership Fees (26%) and Education Fees (31%) and because our expenses decreased by 7%. The main sources of conservation of funds were in costs associated with exhibiting (-51%) and travel expenses (-76%) associated with both exhibiting and due to not holding a Board retreat within this fiscal year.

Contributions for the twelve months ended June 30, 2016 are down 21% when compared with prior year results. This extends a trend of reduced results from this revenue source which began in 2014. Contributions decreased from 2014 to 2015 and again from 2015 to 2016. The trend in Membership and Education Fees is an increase from year to year.

At this time the organization's main financial support is provided by the fees required of its volunteers.

IN-KIND DONATIONS

In-kind Donations and Depreciation are not included in the Executive Summary to best understand income earned and cash spent. Including In Kind Donations on our Financial Statements is a standard nonprofit presentation. It shows us the significance of these donations on the income side and how much it actually costs to run this organization on the expense side.

All nonprofits benefit from In Kind donations: the more the better! In Kind is highlighted in an annual report because it shows the generosity of volunteers and pro bono professional services. It can be seen to demonstrate that skilled professionals support our mission.

In this fiscal year Breastfeeding USA received generous donations of In Kind Services from:

\$10,500 Yes! Training and Development

\$2,500 Peter J. Delaney, CPA

\$150 Barclay Damon, LLP

HELD CHAPTER FUNDS

Held Chapter Funds are now shown as Restricted Cash on the Balance Sheet so we understand that \$2,900 of our cash is not available to the national organization.

CHAPTER GRANT

13 Chapters used the Grant this year, 7 used the maximum, 4 of these spent past \$75 and donated the overage, 3 used over \$60. Last year 11 Chapters used the Grant, 1 used all, 3 used over \$60.

WEBSITE DEPRECIATION

The new website became operational in December 2015. In accordance with GAAP an estimated useful life was determined by the Board of Directors and a 5 year depreciation was begun.

FINANCIAL PLANNING

The Board of Directors approved Breastfeeding USA's 2016-17 Financial Plan on July 25.

We continue to add to our collection of online subscription services that enhance website functionality and the work of our volunteers. In this fiscal year, for example, we began new subscriptions to GoToMeeting, Dropbox, DrupalizeMe, and a MailChimp upgrade. This is a cost of working remotely. We should expect the need for subscriptions to increase and upgrades, especially to add users and licenses, in the coming year. Managing the optimal use of these services, being sure they are used to capacity, and that everyone who can benefit is using them, is a management concern.

INSURANCE

Breastfeeding USA carries general liability, professional liability and Directors and Officers insurance policies. Below are useful facts learned during a phone conversation with our insurance broker, Katherine Berkman of Calender-Robinson Co, Inc.

- Our insurance is adequate, safe, typical nonprofit policies except that we have nontypical "professional exposure" for which we need professional liability coverage which is also correct for our needs.
- No claims have been made against any of our policies. Claims against the policies of any nonprofit organizations are very rare.
- As requested, the start date of all of our policies will be changed to July 1 to match our fiscal year. As of July 1, all of our policies have been extended to June 30, 2017.

FINANCIAL REPORTING

The information in Breastfeeding USA's Year End Financial Statements complies with New York law governing the financial information shared with the voting membership at an Annual Meeting. Moving our Annual Meeting from June to October means the Yearend Financial Statements will be relevant.

<http://codes.findlaw.com/ny/notforprofit-corporation-law/npc-sect-519.html>

Financial POLICIES AND PROCEDURES REVISION

The Accounting Team revised the Financial Policies and Procedures and Accounting Team job descriptions to accurately describe Breastfeeding USA financial policies, describe our work as procedures and define internal controls. The new internal audit procedure was incorporated. The new Financial Policies and Procedures were approved by the Board in November, 2015.

ACCOUNTING TEAM

Ginger Gorrell retired as Breastfeeding USA's Bookkeeper on June 30, 2016. She will remain a member of the Accounting Team through the end of the first fiscal quarter to assist with training our new Bookkeeper.

We are pleased to announce that as of July 1, Angie Astry is Breastfeeding USA's Bookkeeper.

Nicky Prince continues to serve as Breastfeeding USA's Receipts Manager.

I am grateful to Ginger for her years of service. She served as Breastfeeding USA's Bookkeeper for four years before being appointed to the Board of Directors. She was instrumental in moving our accounting records to Quickbooks four years ago, and I have relied on her skills and knowledge during my terms as Treasurer. Nicky Prince has served as Breastfeeding USA's Receipts Manager since February 2015. We are all grateful to her for her timely and consistent stewardship of our revenue.

Thank you to Angie Astry for joining our team. Angie comes from a sophisticated accounting background, and I am grateful that she has agreed to take on this essential role for Breastfeeding USA.

TAX RETURN

Breastfeeding USA's 2014 tax return (for the fiscal year ending June 30, 2015) was filed on November 2. A pdf is available at the website. Upon completion of the annual internal audit, the 2015 tax return (for the fiscal year ending June 30, 2016) will be filed and posted to the website.

Carol Delaney, Treasurer
June 30, 2016

D. October 2016 Board Announcements



October 24, 2016

Annual Meeting

The Annual Meeting of Breastfeeding USA was held on October 6, 2016. Thank you to all who attended. The annual meeting experienced the best attendance in the history of Breastfeeding USA. The membership received reports of accomplishments achieved by our Committees and Workgroups which furthered our mission during the last fiscal year. We have included the links to the recording of the meeting along with the beautiful Power Point presentation. Voting members, please sign in to your Breastfeeding USA account to access links to the recording.

Annual Meeting Recording

https://drive.google.com/open?id=0B2D9NrWC_gytMVgoVDdqWndaRjg

PowerPoint Presentation

https://drive.google.com/open?id=0B2D9NrWC_gytMoo3R2JOdERRdkE

Thank you to everyone who participated in the creation and presentation of this successful Annual Meeting. Special thanks to Mia Gonzalez, Bonnie Rutkowski and Genevieve Colvin for the superb execution of their concept for a Breastfeeding USA Annual Meeting.

If you want to join our team of volunteers, please complete the Volunteer Information Survey or contact Volunteer Support at volunteersupport@breastfeedingusa.org.

Board of Directors

The Board of Directors is pleased to announce the results of this year's election. We welcome back to the Board Ali Kulenkamp, and greet new Board Members Jada Wright Nichols and Kate Nadeau. The new Board members will serve for a three year term 2016-2018. The Board would like thank the Election Committee for another successful election!

We are also happy to greet Tamika Simpson and Ann Dempsey who were appointed to fill vacant seats. Tamika's term will be October 2016-2017 and Ann's term will be October 2016-2018. Thank you, both for accepting this appointment.

With this election, we bid farewell to Board Members Sharon Knorr and Genevieve Colvin. Thank you both for the commitment and energy you shared with our organization. You will be missed!

In compliance with Breastfeeding USA bylaws, the newly elected Board held Officer elections. For the year of October 1 - September 30 Officers will be: Toi Lowe as President, Ginger Gorrell as Vice President, and Carol Delaney will continue as Treasurer. The office of Secretary has not yet been filled, however Rebecca Ruhlen and Ginger Gorrell will continue to serve until elections are held.

Funding and Development

With heartfelt appreciation for her years of service and commitment to our mission, the Board acknowledges the resignation of Patty Jacobs as Funding and Development Chair. Patty is one of Breastfeeding USA's founding members and previously served as President of the Board of Directors. When Patty left the Board Breastfeeding USA was in desperate need of a Funding and Development Chair. Patty stepped from one essential position into another and during her term as Chair oversaw financial growth and enhanced the administration of this vital Committee.

Appointments

Grievance Chair

The Board would like to announce the appointment of Nikkole Cooper as Grievance Chair. Nikkole has served as member of the Grievance Committee, and we are grateful for her continued commitment.

Communications Chair

The Board would also like to announce the appointment of Courtney Daylong as Communications Chair. Courtney brings needed communications and administrative experience to this essential position.

Advocacy Chair

Jennifer Veit has accepted Chair of the new Advocacy Committee. Advocacy has long been a Workgroup in the Communications Committee. Their work, goals and accomplishments have taken them in a direction that leads to autonomy. Thank you, Jenn, for accepting this appointment.

Inclusivity Chair

Norma Ritter has accepted Chair of the Inclusivity Ad Hoc Committee. Inclusivity was a Workgroup in the Volunteer Services Committee. It was determined that the nature of their work leads to reporting directly to the Board of Directors. The Demographic Survey Ad Hoc Committee completed their task when the Survey was released. All current Survey Committee members have been asked to join the new Committee. A first task will be to assess the survey data with the goal of making recommendations to ensure internal diversity and equity. Thank you, Norma for accepting this appointment.

E. 2015 Tax Return

[Link to 2015 Tax Return](#)

The tax return is difficult to put within a google doc while retaining formatting. The link to the file is above.

F. Funding and Development Policy

Funding and Development Policy

Funding and Development Policy (November 2016)

Breastfeeding USA engages in fundraising and solicitation activity. All donations solicited on behalf of the organization shall be used to further the mission. In addition to compliance with federal, state and local laws as well as ethical norms of fundraising activity, the Board of Directors has established this fundraising policy.

Oversight

1. All fundraising activity for Breastfeeding USA is supervised, coordinated and directed by the Funding and Development Chair.
 1. The Board reviews and approves all fundraising activity annually.
 2. New programs not included in the annual review may be launched following Board review and approval.
 3. Implementation of Funding and Development campaigns may require the collaboration and cooperation of volunteers in other Committees. Committee Chairs will participate upon request.

Truth and Accuracy

1. All solicitation and fundraising materials and other communications to donors and the public will clearly identify Breastfeeding USA and be accurate and truthful.
2. The Board of Directors or Committee Chairs assigned these responsibilities will review fundraising or solicitation materials prior to publication for:
- 3.
4.
 1. congruence with the strategic plan
 2. compliance with Breastfeeding USA brand strategy, key messaging, graphic design and visual images, and [Style Sheet](#)
 3. material omissions or exaggerations of fact, use of misleading photographs, or any other communication which would tend to create a false impression or misunderstanding

4. statements or content that would tend to create unrealistic donor expectations of what the donor's gift will actually accomplish.

Donor Acknowledgement

1. Breastfeeding USA will provide all donors with specific acknowledgments of charitable contributions in accordance with legal requirements for proper donor substantiation and Breastfeeding USA's disclosure.
2. Donations of \$500 or more will also receive a personal phone call and/or thank you note from a Board member. Funding and Development will notify the Board in a timely fashion when large donations are received.

Restricted Donations

1. Donor designated restrictions on contributions shall be honored insofar as the restriction is congruent with Breastfeeding USA's mission and strategic plan. In the event that the organization cannot accept the donation with said restrictions, the donor will be contacted and given the choice to change the restriction or withdraw the donation.

Donor Privacy

1. Breastfeeding USA's **Privacy Policy** is integral to this policy.
2. Any information supplied to Breastfeeding USA by donors will be used solely to fulfill the donation and shall not be shared for any reason unless permission is granted by the donor to share such information.
3. All requests to remain anonymous shall be honored.
4. Breastfeeding USA does not sell or share donor lists.
5. Donors who provide their postal address, email address or telephone number may be contacted periodically for solicitation purposes and/or with information regarding upcoming events.
6. All requests to be removed from the Breastfeeding USA's mailing list shall be honored.

Use of Fundraising Professionals

1. Third parties not directly affiliated with the Breastfeeding USA must have written permission from the Board of Directors prior to any solicitation on behalf of Breastfeeding USA.
2. Third party fundraisers engaged by Breastfeeding USA must be registered with appropriate state and local authorities, and their representation of Breastfeeding USA must be evidenced by a written agreement approved by Breastfeeding USA.
3. Breastfeeding USA will pay fundraisers no more than reasonable compensation for their services.
4. The Board will determine if potential partner organizations are utilizing the services of fundraising professionals in order to ensure compliance with Breastfeeding USA's policies.

G. Updated Board of Directors Job Descriptions

Board of Directors Job Descriptions

Director

a. Job Responsibilities:

- Has overall responsibility to ensure that the organization is working in fulfillment of its mission
- Establishes the strategic plan for the organization
- Establishes policies for the organization and ensures that policies are implemented effectively
- Reviews and approves annual budget, provides appropriate financial oversight, and ensures the financial viability of the organization
- Accepts reasonable share of board tasks (including serving as committee liaison), reports on assigned tasks, and fulfills them in a timely fashion
- May be asked to serve as ex officio on committees
- Regularly attends and participates in Board of Directors meetings
- Participates in appropriate Director development programs and remains up-to-date on issues relevant to the governance of the organization
- Contributes financially to Breastfeeding USA

b. Job Requirements:

- Active member of Breastfeeding USA for at least six months before election to the Board of Directors
- Has experience with and understands issues relative to non-profit governance
- Works collaboratively and communicates effectively

c. Estimated Time Commitment:

- 7-14 hours per week

President

a. Job Responsibilities:

- Performs all the job responsibilities of a Director (see Job Description I.1)
- Provides leadership to the Board of Directors, guiding the Board as it works in fulfillment of the Breastfeeding USA mission
- Develops the agenda for and presides at all meetings of the Board of Directors
- Oversees officer transition for the Board of Directors
- Serves as default spokesperson for the Board of Directors

b. Job Requirements:

- Meets the job requirements for a Board Member (see Job Description I.1)
- Understands strategic and operational planning
- Understands program management and program evaluation

Vice-President

a. Job Responsibilities:

- Performs all the job responsibilities of a Director (see Job Description I.1)
- Presides at meetings of the Board of Directors and performs all other job responsibilities of the Board President (see Job Description I.2) in the event that he/she is unable to perform those responsibilities
- Execute or delegate officer transition including Director orientation
- Works together with the President to facilitate to work of the Board

b. Job Requirements:

- Meets the job requirements for a Board Member (see Job Description I.1)

Secretary

a. Job Responsibilities:

- Performs all the job responsibilities of a Board Member (see Job Description I.1)
- Records minutes of all Board of Director meetings (including those in closed sessions) and maintains files of all Board meeting minutes
- Publishes the minutes of all public Board of Director meetings with the voting members of the organization
- Oversees the maintenance of the roster of voting members of the organization
- Maintains copies of record of all important legal and governance documents of the organization, including the Certification of Incorporation, Bylaws, Code of Ethics, and Policy Manual, and makes these documents available to the voting membership and general public as appropriate
- Publishes general communications from the Board of Directors
- Oversee ongoing maintenance of working files used by the board.

b. Job Requirements:

- Meets the job requirements for a Board Member (see Job Description I.1)
- Records minutes accurately and communicates effectively in writing

Treasurer

a. Job Responsibilities:

- Performs all the job responsibilities of a Board Member (see Job Description I.1).
- Manages the Board's review of and action related to the Board's financial responsibilities

- Ensures that appropriate financial reports are made available to the Board on a timely basis
- Prepares and presents the annual budget to the Board of Directors for approval
- Develops financial policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization
- Communicates financial information to/from the Board of Directors
- Protects the non-profit 501(c)(3) status of the organization by maintaining compliance with all state and federal laws concerning the operation of nonprofit organizations

b. Job Requirements:

- Meets the job requirements for a Board Member (see Job Description I.1)
- Understands financial accounting for nonprofit organizations

c. Estimated Time Commitment:

- 5-10 hours per month in addition to Board Member responsibilities

H. Audit Committee Report

Internal Audit Report for Breastfeeding USA Fiscal Year 2015-2016

An internal audit of Breastfeeding USA was conducted by a committee formed at the July 2016 meeting of the Board of Directors of Breastfeeding USA. Committee members were:

Sharon Knorr
Toi Lowe
Rebecca Ruhlen
Ali Kulenkamp

The following documents were requested and received:

Monthly bank statements
Year End Profit and Loss Detail
Year End Balance Sheet Detail
Paypal Statements

Details from the P&L were checked against the bank statements. Policies were reviewed.

We have reviewed the records and find that no changes must be made for them to be relied upon as representing the financial condition of BfUSA. We have reviewed accounting procedures and find reliable internal controls in place.

Report submitted by the committee on 09/30/2016.

