



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
<https://BreastfeedingUSA.org>

Website:

Breastfeeding USA

Board of Directors

Public Meeting Minutes

Date: 6/17/15
Time: 8:00pm EST
Location: Via Conference Call

Call To Order

The meeting was called to order at 8:00 PM EST

Roll Call

Board Member Attendance:

| | | |
|-------------------------|----------------|---------|
| Genevieve Thomas Colvin | President | Present |
| Lisa Wilkins | Vice-President | Present |
| Ali Kulenkamp | Secretary | Present |
| Carol Delaney | Treasurer | Present |
| Rachelle Lesteshen | Director | Present |
| Carol Kelly | Director | Present |
| Rebecca Ruhlen | Director | Present |

| | | |
|--------------|----------|---------|
| Sharon Knorr | Director | Present |
|--------------|----------|---------|

I. Approval of Agenda:

Motion: Sharon Knorr moved to accept the agenda for this meeting,

Support: Rebecca Ruhlen seconds. All in favor.

Ayes: 8 Nays: 0

II. Treasurer's Report: The Treasurer's report is filed. Secretary attached the Treasurer's report to the minutes. [Treasurer's Report](#)

III. Minutes: Review Minutes from Past Meeting (December 2014). Last public board meeting minutes from December 2014 are [available on our website](#). Approved and posted in February 2015.

IV. Old Business:

1. MOTION:

Amend the Financial Management and Procedures Policy: Adopt the Internal Financial Audit proposal by Carol D, which amends the Financial Management and Procedures Policy. **Motion to Amend Financial Management and Procedures Policy**

Motion: Carol Delaney

Support: Rebecca R.

Ayes: 8 Nays: 0

ACTION: Sharon, Rebecca and Ali will form the 3 director audit committee.

Sharon will act as lead and complete the audit by Sept. 30th. Genevieve to ensure the website is updated. Update on audit committee at next board call.

2. MOTION:

To adopt the Board Forums policy into the Board Responsibilities and Conduct document. [Board Forums Policy](#)

Motion: RACHELLE

Support: Lisa

Ayes: 8 Nays: 0

ACTION: Secretary - please update the Board Responsibility and Conduct Document.

3. DISCUSSION:

Elections Committee: One of the interview questions for potential Board nominees asks them to define the idea or word "Consensus": Define as a group what we mean by "Consensus". Breastfeeding USA Bylaws describe consensus as coming to an agreement and without that, when a subject is time sensitive, a vote will be taken. Concern is that asking Board candidates to answer the question about consensus is unnecessary because consensus is defined in the Bylaws and in the *Democratic Rules of Order* book, and all Board Members must work with that definition.

ACTION:

Direct Elections Committee to remove question about consensus. (defined in bylaws) Request Elections Committee to consider revising questions to include:

- “Do you have experience in nonprofit governance? If so, describe. If not, describe other experiences you’ve had in other areas, formal or informal, that may prepare you for this role. (in job description)”
- “What positions have you held within Breastfeeding USA? (to help voting members assess.) “

This email will be drafted by Rebecca and Carol and sent to Elections.

Rationale: Election Procedures need to be adhered to and the Board needs to notify the voting membership of their obligations to be eligible to vote.

Discussion: Sharon reviewed the recommendations from Elections Report.

ACTION: Carol D. and Sharon to review recommendation and report back in 30 days.

4. MOTION:

Election Report: Review and accept the Election Report and recommendations.

Motion: Motion to accept the report by Rachelle,

Support: Ali K.

Ayes: 8

Nays: 0

ACTION:

The Board will send a notice to the voting membership encouraging:

Active participation in the next Election, citing eligible voting doubling in the last election, but no increase in voting.

Encouraging more nominations for Board Member, with a goal of having a more diverse board.

Provide the schedule for the Election

Provide the voting requirements.

Draft by Rebecca and Carol

ACTION: The Secretary will request that the Volunteer Chair notify the voting membership about the requirements for voting. (Completed)

5. DISCUSSION:

A review of the Code of Ethics states (3.2) that we must have a structure to provide feedback confidentially. The purpose is for there to be a system for the public to make complaints and compliments. Utilize this on all Chapter Social Media pages. Addition of Feedback@breastfeedingusa.org email address

ACTION: Request Website include this email in appropriate locations. - Email sent by Genevieve

6. DISCUSSION:

Strategic Plan Survey, this was an anonymous survey to gauge the membership's ideas on how to move the organization forward.

ACTION: 3 Year Strategic Plan to be approved and implemented in the next fiscal year.

We would like to acknowledge Carol D. for her hard work on preparing the survey.

V. New Business

1. DISCUSSION:

USBC Power Tools webinar, Top Ten Risks to Nonprofit Organizations: USBC call was focused on liability concerns. Privacy risks - social media risks.

Pointing to need for Social Media Policy (addressing privacy issues.) Functional boards important to the health of the organization and that dysfunctional boards are a liability.

ACTION: Develop and implement Social Media Use Policy – Prioritize Genevieve to collect similar HR Policy. Report back in 30 days.

2. DISCUSSION:

ILCA/USBC update and WBW Plan

ACTION: Update - Plan to exhibit at ILCA.

Communications Committee: New Advocacy Workgroup will also go to USBC Meeting in August.

WBW is Aug 1-7 - there are some opportunities for us to collaborate on this. We need Social Media, PR, Advocacy, F&D to work together.

3. DISCUSSION:

Announce Elections Committee for 2015 Elections. Thank you Ann Dempsey for your service as Inspector of the Election.

Outgoing Board members: Thank you Carol Kelley and Lisa Wilkins for your service to Breastfeeding USA and the Board of Directors. Table further discussion on outgoing members to Annual Meeting.

VI. Announcements:

Announce Mia Gonzales as Chair of Volunteer Services. Welcome, Mia!

VII. Adjournment: Official close of meeting is 5:50 PM Eastern Standard Time.

Respectfully submitted,
Ali Kulenkamp, Board Secretary

Annual Meeting Agenda

| Secretary Notes | Agenda Items | Action Points | Owner |
|---|--|---------------|-----------|
| | Welcome and call to order | | Genevieve |
| Each committee presented a report on the year's accomplishments, which demonstrates the progress within the organization. Our | Committee Accomplishments a. Finance—Treasurer's Report b. Volunteer Services | | |

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|---|--|---|-----------|
| Committees serve Breastfeeding USA to accomplish the national work that supports our mission. | c. Communications d. Funding and Development e. IT, Website Update f. Grievance, Ethics Committee Reports g. Education | | |
| | Participation in the World of Lactation—photos, etc. | please send Chapter event info and photos for annual report | |
| | Chat with Members in Attendance, Take Questions | | |
| | Close Meeting | | Genevieve |