



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

2015-2016 Annual Meeting Agenda

Date: 5/26/2016

Time: 8:00pm EST

Location: **Via Conference Call**

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

You can also dial in using your phone. United States +1 (224) 501-3412 Access Code: 272-137-077

Attendees

Board Members and Voting Members

- A. New Date for Annual Meetings - President
- B. Election Policy and Election Process Update - Vice President & Elections Chair
- C. Review of Grievance Process - Grievance Chair
- D. Overview of Upcoming 2016-2017 Annual Meeting - Volunteer Support Chair
- E. Adjourn



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Breastfeeding USA

Board of Directors

Public Board Meeting Agenda

Date: 5/26/2016

Time: 8:30 pm EST

Location: **Via Conference Call**

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Call To Order

The meeting was called to order at: 8:53pm EDT (5:53pm Pacific) (RNR)

Roll Call: Board Member Attendance:

Genevieve Thomas Colvin	President	present
Toi Lowe	Vice-President	present
Rachelle Lesteshen	Secretary	Not present
Carol Delaney	Treasurer	present
Sharon Knorr	Director	present
Ali Kulenkamp	Director	present
Rebecca Ruhlen	Director	present
Cynthia Sears	Director	Not present
Ginger Gorrell	Director	present

I.Consent Agenda

Approval of Agenda:

Motion: Ali moves to accept items on Consent agenda

Support: Ginger seconds

Ayes: 7 Nays: 0

II. Treasurer's Report (see appendix)

Motion: Toi moves to accept

Support: Ginger seconds

Ayes: 7 Nays: 0

III. Old Business

a. Grievance Process

Discussion: Toi worked with Tamika. Tamika sent a revised version of the draft process.

Board needs to review the draft process and vote offline. Document Must Be finalized by June 15th.

Motion: Genevieve moves to table our vote on the new revised grievance procedures, contingent on finalizing the draft by June 15th.

Support: Rebecca seconded.

Ayes: 7 Nays: 0

LINK: [Grievance Policy/Protocol](#)

b. Social Media Policy

Discussion: At the last board meeting, Genevieve called for 2 volunteers to help us review the Communication policies and incorporate a draft Social Media Policy.

Motion: Genevieve moves to table discussion as there is no new work on the issue.

Discussion: We have conflicting documents that are relevant to the issue, so we need people to take on the task of studying the available materials and proposing

a draft policy. Ideally, we'd have two board members liaison with two non-board volunteers to work on this. Carol and Ginger will be the two board members and will work with Mia/VS to find the other volunteers; Genevieve suggests involving Bonnie Rutkowski in her capacity as Public Relations manager.

Support: Sharon Seconds.

Ayes: 7 Nays: 0

V. New Business

a. Internal Board Audit

Motion: Rebecca moved that Sharon chair the audit committee;

Discussion: Ginger, Genevieve, and Carol cannot be on the committee. Rebecca suggest Sharon could serve, for continuity. Carol noted that there is a time constraint. The board is required to do an internal financial audit., per section C of our [Financial Policies and Procedures](#) Support: Ginger seconds.

Action: Sharon needs to populate the rest of the audit committee and get materials from Finance to complete the work by mid-September at latest. Toi and Ali are willing to serve.

Ayes: 7 Nays: 0

b. Chair of Grants Ad Hoc Committee

Motion: Ginger moves to nominate Aimee Teslaw as chair.

Discussion:

Support: Toi Seconds

Ayes: 7 Nays: 0

VI. Adjournment

9:16pm EST (6:16pm Pacific)

Appendix:

a. Actions by Consent

2/11/16	<ul style="list-style-type: none"> • Approved: Breastfeeding USA will collaborate with Dr. Kathleen Arcaro at the University of Massachusetts on her research "Molecular and inflammatory profiles underlying breast cancer risk factors in milk and the healthy breast " by posting requests for breastmilk samples on our social media pages once a month over the course of the study (four years). Breastfeeding USA will receive a \$500/year donation.
2/26/16	<ul style="list-style-type: none"> • Elections Policy approved • Ann Dempsey appointed Election Committee Chair • Approved: Waive Continuing Education eligibility requirement for 2016 elections • Ginger Gorrell completed Board Orientation and signed the Conflict of Interest Policy • Voted to Waive CE Requirements for this year's election
04/09/2016	<ul style="list-style-type: none"> • Personal Experience Rationale - A Position Paper was completed and sent to Mia Gonzalez for distribution to Volunteer Support

b.

**TREASURER'S REPORT
NOVEMBER 2015**

2014/15 Fiscal Year End Executive Summary

Breastfeeding USA Executive Summary Year-to-Date Comparison at end of Fiscal Year			
	6/30/2015	6/30/2014	% Change
Income	31,819.95	31,871.24	0%
Expenses	20,136.61	10,292.77	96%
Net Income	11,683.34	21,578.47	-46%

Breastfeeding USA's net income for the fiscal year ended June 2015 is \$9,895 less than last year's income for the same period. This is because revenues did not increase while expenses increased by \$9,844 over last year.

Income is less than last year due primarily to the loss of income from our collaborative promotion with Best for Babes. Best for Babes earned Breastfeeding USA \$5,600 in fiscal year 2013/14. In 2015 the Best for Babes collaborative promotion earned \$637. The loss of this income is offset by the 2015 increase in Education Fees over the prior year. Ed Fees revenue increased by \$5,655. Income from memberships and donations is essentially unchanged from prior year.

The largest portions of the \$9,844 increase in 2015 expenses over fiscal year 2014 were in support of Public Relations and Advocacy, Travel Expense and the new Elibrary. All other expenses were up slightly, but similar to last year.

Please note the generous donation of professional fees:

\$17,500	Yes! Training and Development (Cathy Theys)
2,900	Josh Miller Design
2,500	Peter J. Delaney CPA
82.80	Barclay Damon, LLP (Hiscock and Barclay merged with another firm this year)

Beth Bejnarowicz had been especially generous in donating postage and copying for Membership Services, BCs donated some of their Chapter expenses, and some travel was donated.

Held Chapter Funds

Each Chapter holding funds in BfUSA's bank received a yearend summary of activity. The current contact for each Chapter was asked to name those who have authority to access the funds, and it was suggested that they make use of their funds.

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. We await Board approval.

Internal Audit

The Financial Statements were presented to the BoD on July 17. An internal audit was completed on October 15. It was determined that the financial statements accurately represent the financial condition of BfUSA and reliable internal controls are in place.

Tax Return

Breastfeeding USA's tax return was filed on November 2. A pdf will be provided for upload to the website.

Carol Delaney, Treasurer
November 18, 2015

TREASURER'S REPORT
May 2016

Breastfeeding USA Executive Summary Year-to-Date Comparison as of 3/31/16			
	3/31/16	3/31/15	% Change
Income	25,788	21,989	17
Expenses	13,741	12,980	6
Net Income	12,047	9,009	34

In-kind Donations and Depreciation are not included in the Executive Summary to best understand income earned and cash spent.

These 9 month 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 third quarter.

Breastfeeding USA's net income for the nine months ended March 31, 2016 is 34% higher than net income for the same period ending March 31, 2015 due to increases in Membership Fees (36%) and Education Fees (32%).

Contributions for the nine months ending March 31, 2016 are down 27% when compared with prior year results for the same period. This extends a trend of reduced results from this revenue source which began in 2014. Contributions decreased between March 2014 and March 2015 and again between March 2015 and March 2016.

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

Spending in support of our new website increased while staying within budgeted amounts, and spending decreased in every other category.

WEBSITE DEPRECIATION

-On December 31 with the advice of our CPA and as previously decided by the Board of Directors, a 5 year depreciation of the website was begun.

FISCAL YEAR END

Emails were sent to the Chairs and Managers Google Groups requesting that all reimbursement forms for expenses incurred in this fiscal year be received by June 30.

An email was sent to the BC Discussion Google Group reminding Chapters of the June 30 deadline for use of this year's Chapter Grant.

BUDGETING

- Work on the next fiscal year's Financial Plan is underway. Committee Chairs have begun their work on budget preparation.

- 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. It may be practical at some point to assign a volunteer to manage all subscriptions available to all or most volunteers, such as GoToMeeting and MailChimp with the goal of optimizing use of the services.

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. At this time 2 of our policies have been extended, the other is in process.

Carol Delaney, Treasurer
May 26, 2016

d. [Financial Policies and Procedures](#)

E. Elections Policy

Elections Policy (February 2016)

The Breastfeeding USA Election Committee is formed to:

1. Conduct the annual membership election of Breastfeeding USA Board of Directors.
2. Seek qualified and eligible nominees for open Board positions.

Committee Members

1. The Board of Directors will appoint the Election Committee Chair 6 months prior to the election.
2. The Chair will gather no fewer than 3 committee members, none of whom may be candidates for director.
 1. The Committee will appoint an Inspector of the Election.
 2. The Inspector cannot be a current, acting, or interim Board member.
 3. The Inspector can be the Chair of the Election Committee.

Timeline

1. Board appoints Chair/Inspector of Election (6 months before election opens).
2. Chair appoints 3 members.
3. Chair confirms open seats and vacancies with the Board.
 1. If the Board is seeking nominees to meet specific needs in service to BfUSA, the Elections Committee will be told at this time.
4. Election Committee advises volunteers to be sure they are eligible to vote.
5. Chair requests roster of Secretary (8 weeks before election opens).
6. Secretary provides roster (6 weeks before election opens).
7. Call for nominations.
8. Verification of candidate eligibility.
9. Election opens (no later than 30 days prior to the Annual Meeting).
10. Election closes.
11. Results announced.
12. Inspector of Election presents report at Annual Meeting.
13. The new Directors are seated on October 1.
14. Elections Committee submits a review and recommendations report to the Board.
15. Election Committee is disbanded.

Ballots

1. Ballots will be made available no later than 30 days prior to the Annual Meeting.
2. Voting must be closed in a timely manner in coordination with the Inspector's need to verify the results before the Annual Meeting.
3. An online, secure balloting system will be used.
4. Ballots shall be preserved for one year after the Annual Meeting.

Voter Eligibility

1. Breastfeeding Counselors who meet the criteria for maintaining accreditation described in the Breastfeeding USA Policy Manual.
2. Volunteers making significant contributions to the organization.
 1. Has completed Orientation.
 2. A Committee Chair confirms the volunteer has served for 6 months or more.
 3. Is volunteering at the time the roster is submitted.

Campaigning

1. After the election opens, candidates may submit campaign materials to the Elections Committee for distribution.
2. Inquiries from the membership about candidates will be directed to the Elections Committee.
 1. The Election Committee will be copied on responses to any one-on-one communication.
3. If candidates have questions regarding campaigning or communications with membership, they will seek advice from the Election Committee.

Inspection of the Election

1. The Inspector of the Election is responsible for the accuracy and certification of the election results.
2. Certification will be provided in writing to the Chair of the Annual Meeting.

Resolution of Election Complications

1. The candidates with the greatest numbers of votes will be seated in each open position until all open positions are filled.
2. In the event of a tie vote for the last open position, a run-off election among the tied candidates shall be held no later than 30 days after the closing of the initial election.
3. In the event of another tie vote, run-off election among the tied candidates shall be repeated on a monthly basis until one of the candidates receives a larger number of votes than the other(s), or all candidates but one withdraw from the election.

f.

Breastfeeding USA Personal Experience Requirement

The Board of Directors was asked to provide information about the Breastfeeding USA Personal Experience Requirement. Because this subject has come up multiple times, we wanted to query those who helped develop the policy and provide further rationale and explanation for those working to support our mission.

Issue 1: Why was 1 year of breastfeeding chosen for the length of time to meet the personal requirement?

Current Policy: Personal Experience Requirements

IV. Have personal experience with the biological norm for breastfeeding: ***Have breastfed her baby for a minimum of one year.*** If baby has weaned, he nursed for at least the first year and his needs were respected during the weaning process (5/2012)

History: Rebecca Ruehlen shares, “I can speak to the reasoning behind the minimum 1-year requirement. The biological norm for breastfeeding is surely substantially longer than that; the best research evidence suggests that in absence of cultural influences, if driven purely by biological factors like age of molar eruption or fully-functioning immune system, human children would generally nurse for several years: at least 2.5 years, possibly as long as 7 or 8 years typically. For lots of cultural/societal reasons, even in most breastfeeding-normative cultures today, children typically nurse for about 2 years. In the U.S., of course, that average age of complete weaning is much lower, around 3 months of age.”

Further, every major health organization recommends at least one year as the minimum duration of breastfeeding; many of the most common developmental-milestone issues that can disrupt breastfeeding usually occur within the first year; and the recently-rising breastfeeding rates is making nursing for a year much more common in many U.S. communities than it used to be.

Conclusion: The one year minimum duration to be eligible to be a Breastfeeding Counselor Candidate underscores our commitment to promoting the biological norm and to providing support from mothers who have walked the walk of nursing through the most intense and rapidly-changing stages of infancy, but within parameters that are reasonable and achievable.

Issue 2: Does exclusive pumping meet the personal experience requirement?

Current Policy: Personal Experience Requirements

IV. Have personal experience with the biological norm for breastfeeding

Value nursing at the breast as the biologically normal way to nourish, nurture and comfort her baby.

History: Sharon Knorr shares, “While it is true that every Breastfeeding Counselor does not personally experience every possible breastfeeding scenario, they have all put a baby to breast and understand basically how it feels to position and latch a baby. They understand the behavior of a baby at breast. Since the majority of nursing mothers have baby at breast, at least part of every day, it seems logical to have Breastfeeding Counselors with that background.” Rebecca Ruehlen further shares, “Breastfeeding's value and functions, biologically speaking, are not just about the milk that the baby drinks. It's a whole complex package of body contact, hormonal function, latch and suck (which are dramatically different at breast vs. on a bottle).”

Breastfeeding USA promotes Breastfeeding Counselors on our website by saying, “Breastfeeding Counselors are experienced breastfeeding mothers accredited following completion of a comprehensive breastfeeding education program.” A mother seeking breastfeeding help and support has an expectation that our counselors do have personal experience with breastfeeding, at the breast.

Conclusion: While it is true that every Breastfeeding Counselor does not personally experience every possible breastfeeding scenario, the Personal Experience requirement ensures that our Breastfeeding Counselors are peer mothers who all have a baseline of direct breastfeeding experience and an understanding that feeding at the breast is the biological norm. The inability to directly breastfeed, due to medical complications or other cultural factors that interfere with the initiation of breastfeeding should not be seen as a statement about the mother. We understand and acknowledge the dedication and effort it takes to be an exclusively pumping mother, but we must select Breastfeeding Counselors that are best qualified to help the majority of the women we serve.

Breastfeeding USA has many ways that mothers may support the Mission. Serving as a Breastfeeding Counselor is one way, but many mothers have also chosen to simply volunteer in support of the organization by serving on national committees. We welcome all mothers interested in supporting breastfeeding as the biological norm to consider volunteering.