



**Vision:**

**Breastfeeding: Healthy Babies, Healthy Families, Healthy Communities**

**Mission:**

Working collaboratively to create an environment in Minnesota where breastfeeding is recognized and supported as vital to the health and development of children and families.

## Board Composition and Structure

### Board of Directors 2018

Position	Member Name	Term
<i>Chair</i>	Stephanie Rodriguez-Moser	Jan 2017 – Dec 2019
<i>Chair-Elect</i>	Desiree Ahrens	Jan 2018 – Dec 2020
<i>Past Chair</i>	Juliann Van Liew	Jan 2016 – Dec 2018
<i>Secretary</i>	Paula Mazour	Jan 2018 – Dec 2019
<i>Treasurer</i>	Linda Johnson (resigned fall 2017)	Jan 2017 – Dec 2018
<i>At-Large</i>	Thia Bryan	Jan 2017 – Dec 2018
<i>At-Large</i>	Maggie Domski	Jan 2017 – Dec 2018
<i>At-Large</i>	Cindy Gaudian	Jan 2017 – Dec 2018
<i>At-Large</i>	Rebecca Fahning	Jan 2018 – Dec 2019
<i>At-Large</i>	Katie Galloway (interim treasurer starting Dec 2018)	Jan 2018 – Dec 2019
<i>At-Large</i>	Liz Lull	Jan 2018 – Dec 2019

## Job Descriptions – Board Members<sup>1</sup>

**Chair:** The Chair will convene and facilitate Board and Steering Committee meetings and the Annual Meeting. Chair may delegate these duties to Chair-Elect, Past Chair, Secretary, or Treasurer.

- Chair and facilitate Board and Steering Committee meetings
- Call special meetings as necessary
- Appoint or approve all subcommittee chairs

<sup>1</sup> Job descriptions based in part on Minnesota Council of Nonprofits' Sample Job Descriptions for Board Officers

- Work with the Nominating Subcommittee to recruit new board members
- Break vote ties on matters before the Board; otherwise does not vote
- Perform other duties as detailed in the policies and procedures
- Co-chairs the Events Subcommittee

**Chair-elect:**

- Chair and facilitate meetings in the absence of Chair
- Understand the Chair responsibilities and be able to perform these duties in the Chair's absence
- Prepare to assume Chair position when current Chair's term ends
- Perform other duties as detailed in the policies and procedures
- Co-chairs the Events Subcommittee

**Past chair:**

- Chair-Elect assumes this position in third year of term
- Mentor incoming Chair

**Secretary:**

- Ensure minutes are taken, sent for edits, finalized and uploaded to the document repository
- Maintain all Board records and ensure their accuracy, safety and storage in document repository
- Review and revise Board minutes
- Assume responsibilities of the Chair in the absence of the Board Chair, Chair-elect, and Treasurer
- Provide notice of meetings of the board and/or of a subcommittee when such notice is required
- Maintain current contact list of Steering Committee and Board members, working in collaboration with the Nominating Subcommittee
- Maintain current contact list of local coalitions, members, and non-voting members, working in collaboration with the Membership Subcommittee

**Treasurer:** The Treasurer will make a report at each Board meeting. The Treasurer is part of the Finance Subcommittee, and will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. Additional duties are as follows:

- Maintain knowledge of MBC and personal commitment to its goals and objectives
- Understand financial accounting for nonprofit organizations
- Serve as financial officer of the organization and serve on the Finance Subcommittee.

- Oversee, with the Finance Subcommittee, the Board's review and action related to the Board's financial responsibilities
- Work with the Chair to ensure that appropriate financial reports are made available to the Board on a timely basis
- Assist the Chair or designee in preparing the annual budget and presenting the budget to the Board for approval
- Review the annual audit, as required by law, and answer board members' questions about the audit
- Perform other duties as detailed in the policies and procedures

**At-Large Director(s):**

- Oversee and serve on, at minimum, two subcommittees according to policies and procedures
- Perform other duties as detailed in the policies and procedures

## Meetings

### **BOARD MEETINGS**

Per Bylaws, the Board meets, at minimum, one time per year. All Board members are expected to attend; contact Board Chair if unable to attend.

- At other times on an as-needed basis.
- Currently, the Board meets bi-monthly immediately preceding or following the Steering Committee meetings on the second Tuesday of even months. The December Board meeting includes an orientation for incoming Board members.
- Chair and Chair-elect convene Board meetings and may delegate meeting facilitation. A quorum is needed for calling a meeting and for the transaction of business.
- On occasion, a “Minutes of Consent” can be circulated and signed in counterpart when a matter needs to be voted upon by the Board and there is insufficient time to call a meeting.

### **STEERING COMMITTEE MEETINGS**

Board members are strongly encouraged to attend Steering Committee meetings and to attend at least one Steering Committee meeting before elected. See Steering Committee Composition and Structure below.

- Chair and Chair-Elect convene Steering Committee meetings and may delegate meeting facilitation.

### **ANNUAL MEETINGS**

Board members are strongly encouraged to attend and participate in the annual meeting. The statewide meeting is planned by MBC’s Steering Committee and Events Subcommittee, with assistance from local coalition members and the Minnesota Department of Health. The Event co-chairs may request the BOD hire an Events Coordinator. Annual meetings are typically held in October or

November, alternating locations in the Twin Cities metropolitan area in even years and in greater Minnesota in odd years.

### **ANNUAL LOCAL COALITIONS TELECONFERENCES**

Board members are encouraged to attend and participate in the annual local coalitions teleconference. The teleconference is held in the spring approximately 6 months after the annual meeting, as another way for local coalitions to connect, share initiatives, and learn important breastfeeding coalition updates. With breastfeeding coalitions throughout a large geographic area, these teleconferences encourage and foster development of local coalitions and their missions without the cost of travel. Teleconference participants include MBC Steering Committee members and 1 to 4 representatives from each of the local coalitions. The teleconference is organized by the Board chair and hosted at Minnesota Department of Health.

### **SUBCOMMITTEE MEETINGS**

Board members are asked to serve on at least two subcommittees. The strategic plan of the MBC is carried out by the activities of the subcommittees. As a Board member, subcommittee work is an excellent opportunity to learn more about the day-to-day activities of the MBC. See additional information below. Each subcommittee determines its own meeting schedule.

### **NATIONAL BREASTFEEDING COALITIONS CONFERENCE**

Typically held the first weekend in August. The USBC's National Breastfeeding Coalitions Conference brings together breastfeeding coalition leaders from every U.S. state and territory, including representatives from relevant government departments, non-governmental organizations including consumer (parents) groups, and health professional associations. This singular gathering assists with development of the leadership capacity to more effectively build and manage coalitions to protect, promote, and support breastfeeding at the national, state, and local/community levels.

TWO (2) individuals approved by each state/territorial breastfeeding coalition and the WIC Breastfeeding Coordinator attend the USBC Conference. The 2 sponsored individuals from MBC are chosen in the late spring of each year. The Chair coordinates the selection process, which is made available to local coalitions throughout the state. The MBC offsets many of the costs associated with attendance. Others can attend at their own expense as space allows.

More information available on the USBC Conference available [here](#).

## **Time Commitment**

- Serve on at least two subcommittees.
- Attend all Board meetings in person, by teleconference or electronically

- Attend Steering Committee meetings and Annual Teleconference as possible
- Invest time to answer emails and participate in discussions using the online community
- Fulfill subcommittee obligations, which vary with your role on the Board
- Perform other duties and responsibilities as outlined in MBC Bylaws

## Duties & Responsibilities

The Board of Directors shall:

- Conduct Coalition business consistent with the bylaws
- Enter into agreements with individuals, agencies or organizations as desired to carry out Coalition activities
- Meet at least annually
- Make regular reports to the membership concerning actions taken by the Board of Directors
- Establish bi-annual membership dues for each membership category
- Approve proposed amendments to the Bylaws prior to submission for membership approval
- Approve or reject proposed project abstracts submitted by the subcommittees
- Appoint Steering Committee members
- Form and dissolve subcommittees as needed

### Duty of Care

As a non-profit 501(c)(3) corporation, MBC requires that any elected member of the Board of Directors perform his or her responsibilities in their elected capacity in good faith and with the care that a reasonable and prudent person in a like position would use under similar circumstances.

Board members are responsible for fully understanding their legal and fiduciary responsibilities and carrying out their duties in the following areas:

- Strategic planning
- Policy approval and ongoing review
- Succession planning
- Annual budget and revenue plans
- Financial procedures
- Risk management
- Regulatory filings

Board members are responsible for the ongoing financial health of the organization and should understand the content and significance of the organization's financial statements and audit. Board members' fiduciary responsibility includes following the [principles of financial](#)

[management](#) recommended by the Minnesota Council of Nonprofits at all times.

Elected Board members must:

- Adopt and follow policies and procedures that provide for effective oversight of management.
- Attend and actively participate in Board and/or Steering Committee and subcommittee meetings to have an opportunity to obtain the information necessary to make an informed judgment about matters which require decisions on behalf of the non-profit corporation.
- Ensure that the corporation acts in accordance with its exempt status.
- Perform as an ambassador for MBC and act in the best interests of the organization by engaging in positive, constructive, solution-oriented communications with existing and potential partners, funders, members, and the public.
- Refrain from conflicts of interest and disclose any potential conflict of interest to the Board of Directors.
- Keep the business of the corporation confidential except where the information is public knowledge or the Board of Directors consents to disclosure.
- Obtain permission from the chair to represent MBC to an outside entity.
- Disclose when speaking, writing, or attending events/meetings on behalf of the MBC to an external entity.
- Communicate information to outside entities consistent with the confidentiality policy
- Provide brief bio and photo (optional) for MBC website

## **Steering Committee Composition and Structure**

There are currently 41 members on the Steering Committee, which includes the Board of Directors and others appointed by the Board.

<b>2018 Steering Committee Members</b>		
Amy Michael	Joanne Wesley	Pam Heggie
Anne Cassens	Juliann Van Liew	Paula Mazour
Barb King	Katie Galloway	Rebecca Fahning
Brooke Gabrielson	Laura Duckett	Sam Cotellessa
Carrie Klun	Linda Dech	Sarah Piepenburg
Cherylee Sherry	Linda Johnson	Shayla Bryan
Cindy Gaudian	Linda Kopecky	Sheila Humphrey
Clara Sharp	Lindsay Drake	Shoua Vang
Debra Thingstad Boe	Lisa Roberts	Sonja Watley
Desiree Ahrens	Liz Lull	Stephanie Rodriguez-Moser
Diane Graske	Maggie Domski	Thia Bryan
Hannah Whalen	Marcia McCoy	Tiffany (Tipper) Gallagher
Jasmine Boudah	Mary B Johnson	Wendy O'Leary
Jeanette Schwartz	Pam Galle	

### **Meetings:**

#### **Steering Committee**

Meets bimonthly and is the workhorse of the MBC, conducting coalition business.

Meetings are 9:30 a.m. to 11:30 a.m. the second Tuesday of even months in the Twin Cities area; occasionally there are additional meetings. Attendance can be in person or by conference call. Other individuals are invited to attend but must be approved first by the Chair.

#### **CDC/United States Breastfeeding Committee (USBC) Bi-Monthly Coalitions Webinars**

Steering Committee members have the option to stay after the business portion of the meeting for the 1:00 p.m. - 2:00 p.m. bi-monthly CDC/United States Breastfeeding Committee (USBC) webinar.

The CDC Division of Nutrition and Physical Activity and the United States Breastfeeding Committee co-host this series of Bi-Monthly State Breastfeeding Coalitions Webinars, held every two months (in even numbered months) on the second Tuesday of the month from 1 - 2 p.m. CT. They bring together state/territorial/tribal breastfeeding coalitions to share best practices and news and to network and collaborate on issues of national significance.

**Time commitment:**

- Attends bi-monthly Steering Committee meetings held in the Twin Cities area the second Tuesday of even months as well as occasional other meetings. Informs the chairperson if unable to attend.
- Serves on two or more subcommittees.
- Invests time between Steering Committee meetings to answer emails, participate in discussions using the online community, and fulfill subcommittee obligations, which vary with your role on the subcommittees.
- Reviews the MBC conflict of interest policy and signs the annual conflict of interest disclosure statement.

**Duty of Loyalty:**

MBC requires that steering committee members always act in a manner that is the best interest of MBC. Each steering committee member's action must be for the benefit of MBC, and not for the benefit of a member organization or for personal benefit.

**Steering committee members must:**

- Refrain from conflicts of interest and disclose any potential conflict of interest to the Board of Directors.
- Keep the business of the corporation confidential except where the information is public knowledge or the Board of Directors consents to disclosure.
- Obtain permission from the chair to represent MBC to an outside entity.
- Disclose when speaking, writing or attending events/meetings on behalf of the MBC to an external entity.
- Communicate information to outside entities consistent with the confidentiality policy

## **Subcommittee Composition and Structure**

Board and Steering Committee members are strongly encouraged to serve on two or more subcommittees. Each subcommittee has a Charter and many have developed policies & procedures to guide their work. Others not on the Board or Steering Committee are welcome to serve on subcommittees with permission of the subcommittee chair.

### **Meetings:**

Held on an as-needed basis. A subcommittee representative reports at bimonthly Steering Committee meetings.

### **Subcommittee Goals and 2018 Members:**

For more information about each subcommittee, contact the subcommittee chair.

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### **Advocacy Subcommittee**

**Goal:** In order to ensure increased access to lactation care throughout Minnesota, this subcommittee will work to secure IBCLC licensure through the state legislature and explore options for reimbursement of lactation services.

### **Current members:**

Stephanie Rodriguez-Moser (chair)  
Desiree Ahrens, Linda Dech, Joanne Wesley, Marcia McCoy, Rebecca Fahning

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### **Equity and Access Subcommittee**

**Goal:** This subcommittee will address issues of equity and access and reduce barriers to breastfeeding statewide by increasing the diversity of participants on the Minnesota Breastfeeding Coalition Steering Committee, Board of Directors, and subcommittees; providing assistance to local coalitions to increase their diversity; and encouraging and helping form cultural coalitions.

### **Current members:** LaVonne Moore (chair)

Desiree Ahrens (Secretary) LaVonne, Stephanie Rodriguez-Moser, Joanne Wesley, Mary B. Johnson, Leslie Kummer, Linda Kopecky, Shoua Vang

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### **Events Subcommittee**

**Goal:** This subcommittee will oversee coordination of events hosted by the MBC. These events include the Annual Meeting as required by the MBC Bylaws. Other events may be held at the discretion of the Events Subcommittee with Board approval.

**Current members:** Stephanie Rodriguez-Moser, Linda Dech (co-chairs) \_\_\_\_\_ (past Board Chair), Des Ahrens, Anne Cassens, Diane Graske, all Steering Committee members participate

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### **Finance Subcommittee**

**Goal:** Prepares budgets, maintains books, files taxes, and oversees grant writing and fundraising.

**Current members:** Marcia McCoy (chair)  
Katie Galloway (interim Treasurer through 12/31/18)

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### **Governance Subcommittee**

**Goal:** This subcommittee will oversee board orientation, annual conflict of interest documentation, and development and review of policy and procedures, charters, guidance documents, and job descriptions.

**Current members:** Carrie Klun (chair)  
Linda Dech, Thia Bryan, Barb King, Paula Mazour

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### **Marketing and Distribution of Artificial Baby Milk (Infant Formula) Samples and Coupons Subcommittee**

**Goal:** Develop a comprehensive action plan that offers evidence-based guidelines to providers, clinicians, vendors and commercial retailers regarding the appropriate distribution of artificial baby milk samples and coupons.

**Current members:** Thia Bryan and Katie Galloway (co-chairs)  
Rebecca Fahning, Diane Graske, Jesse Hennem, Laura Page, Liz Lull, Julie Divine

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### **Media and Outreach Subcommittee**

**Goal:** This subcommittee answers media inquiries and coordinates MBC outreach and social media activities to ensure MBC's public presence is promoted and positively portrayed.

**Current members:** Marcia McCoy (chair)  
Melanie Ahlstrom, Carrie Klun, Anne Cassens

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### **Membership Subcommittee**

**Goal:** This subcommittee will oversee membership applications and renewals, ensuring voting members have goals consistent with MBC goals and are WHO Code compliant.

**Current members:** Maggie Domski (chair)  
Debra Thingstad Boe, Candace Hample, Carrie Klun, Wendy O'Leary

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### **Mother / Baby Healthcare Collaborative**

**Goal:** This subcommittee will help facilitate collaboration between hospitals, clinics and other areas of healthcare to improve maternity care practice and breastfeeding support across the continuum of lactation care, and promote the Minnesota Department of Health breastfeeding friendly recognition program.

**Current members:** Linda Dech (co-chair), Pam Heggie (co-chair)  
Pam Galle, Mary B. Johnson, Marcia McCoy, Jeanette Schwartz

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### **Nominating Subcommittee**

The Board Chair appoints all subcommittee members.

**Goal:** This subcommittee will seek a diverse slate of candidates for the MBC board of directors; present slate of candidates to the board chair and send ballot to all voting members; and tally and report election results.

**Current members:** Wendy O'Leary (chair)  
Debra Thingstad Boe, Maggie Domski

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### **Strategic Planning Subcommittee**

**Goal:** This subcommittee, based on input from the board, steering committee, and members, will regularly assess and analyze MBC's goals and strategies in order to identify specific yearly, mid- and long-range objectives and activities that are measurable and best fulfill MBC's mission and vision.

**Current members:** Barb King (chair)

Jenny Crowe, Liz Lull, Linda Kopecky, Stephanie Rodriguez-Moser, Joanne Wesley

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### **USBC Website Subcommittee**

**Goal:** This subcommittee will work collaboratively with the United States Breastfeeding Committee to develop and maintain the online Minnesota Breastfeeding Coalition Board and Leadership Communities.

**Current members:** Paula Mazour (chair)

Barb King, Anne Cassens

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### **Website Subcommittee**

**Goal:** This subcommittee is responsible for maintaining the infrastructure of the Minnesota Breastfeeding Coalition website, including posting current and accurate content provided by the MBC Board and subcommittees that is relevant to its audience and in alignment with the policies and goals of the MBC.

**Current members:** Laura Duckett (chair)

Sheila Humphrey , Anne Cassens, Kim Engwer-Moylan, Brooke Gabrielson, Tipper Gallagher, Linda Kopecky, Paula Mazour, Stephanie Rodriguez-Moser, Lisa Roberts

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### **Worksite & Childcare Subcommittee**

**Goal:** This subcommittee will coordinate workplace and childcare lactation efforts and promote the Minnesota Department of Health breastfeeding recognition programs.

**Current members:** Pam Galle (chair)

Laura Duckett, Gretchen M. Etzler, Cindy Gaudian, Holly Glaubitz, Amy Michael, Jean Pierson

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