

DONA International Board of Directors Meeting
March 10-12, 2016
Chicago, Illinois

THESE MINUTES HAVE BEEN APPROVED.

The Board of Directors of DONA International met at the DONA International Home Office, Chicago, Illinois on March 10-12-2016.

Thursday, March 10, 2016

I. Call to Order/Welcome, Introductions & Roll Call

The meeting was called to order on Thursday, March 10, 2016 at 8:10 am Central Time by DONA International President, HeatherGail Lovejoy.

Present: HeatherGail Lovejoy, Virginia Rivenbark, Ann Pollack, Sunday Tortelli, Johanna D'Aleo, Kyndal May, Ana Paula Markel, Ravae Sinclair, Melissa Harley, Sherri Wilkerson, Jillian Hand, Tammy Ryan, Linda Worzer & Rachel Parris

Staff: Cynthia Keillor, CAE, Executive Director

Guests: Jeanne Sheehy, MBA, Vice President & CMO, Bostrom; John Dee, CPA, COO & CFO, Bostrom; Phillip Lesser, PhD, CAE, Vice President, Bostrom/Bostrom Consulting

II. Leadership and Governance Training – Phillip Lesser, PhD, CAE

Phil Lesser facilitated a three-hour leadership and governance training session with the DONA International Board of Directors.

III. Finance Overview – John Dee, CPA

John Dee reviewed the 2015 year-end results. DONA International had a positive year in 2015.

IV. Approval of January 20, 2016 Minutes – Cynthia Keillor

(1) Upon a motion duly carried, the minutes of the January 20, 2016 Board of Directors teleconference, were approved.

V. 2016 Budget-Cynthia Keillor & Ann Pollack

(2) Upon a motion duly carried, the 2016 Annual Budget was approved, as revised.

It was acknowledged that additional updates may be made based on setting of annual conference registration fees this spring.

VI. Executive Update-Cynthia Keillor

- **Executive Committee Vote – Social Media Manager**

The DONA International Executive Committee met via teleconference and approved the application for Social Media Manager submitted by Robin Elise Weiss.

- **Proposed Bylaws Revisions**

(3) Upon a motion duly carried, the following revisions to the DONA International Bylaws were approved:

Article III. Board of Directors

Section 1. *Functions.* The Board of Directors (hereinafter referred to as the "Board") shall determine the plans, establish the operating policies and govern DONA subject to the limitations of the Illinois General Not For Profit Corporation Act, the Articles of Incorporation and these by-laws. **No recommendation, representation or report of any officer, committee or member of the Association shall be binding upon the Association, or be considered as representing the act, opinion or policy of the Association, unless the same shall have been submitted to and approved by the Board of Directors.**

Section 2. *Composition.* The Board shall consist of the following positions:

- a) DONA officers. See Article IV. Section 1.
- b) The number of Directors, including officers, shall be no less than ten (10).
- c) All members of the Board must be a current member and must be currently DONA certified.
- d) The Executive Director will serve as an ex-officio non-voting member of the Executive Board.**

Section 5. *Removal of a Director(s).* The Board, by a two-thirds (2/3) vote, may recommend the removal of a Director for cause. Sufficient cause for such removal shall be a violation of statute, the Articles of Incorporation, these By-laws, any lawful rule or practice duly adopted by DONA, or any conduct prejudicial to the interests of DONA.

- a) **Notice.** A statement of charges must be mailed by certified or registered mail to the last recorded address of the Director as it appears in DONA's records at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered.
- b) **Representation.** The Director shall have the opportunity to appear in person and/or to be represented by legal or other counsel to present any defense to such charges before action is taken by the Board.
- c) **Final Decision.** ~~Removal shall occur upon a two-thirds (2/3) vote of the eligible voting Directors present at a regular or special meeting.~~ **Removal shall occur upon a two-thirds**

vote of the eligible voting membership present at a regular or special meeting, or voting by mail.

Article IV. Executive Committee

Section 1. *Composition.* The Executive Committee of DONA shall consist of the President, President Elect, Treasurer and Immediate Past President duly elected by membership, **the Executive Director (without vote)**, and any other Director with those powers and duties that the Board may determine.

- **Trademark Renewal Update**

Cynthia Keillor reported on several trademark registrations that have already been renewed this year. Information on the trademark registrations that are due to renew in 2017 was also shared with the group. She was asked to submit additional items for trademark registration and requested a list of those specific items be submitted to her to share with the attorney to process.

VII. Discussion: Creating the Infrastructure to Support a Governing Board – All

Phil Lesser provided further facilitation regarding committee development to support a governing Board of Directors. Committee structures were reviewed and Rachel Parris will gather committee list information to share with the home office based on our discussions this afternoon.

The Board of Directors meeting recessed and reconvened on Friday, March 11, 2016 at 8:00 am.

Friday, March 11, 2016

VIII. Nominations Committee Update – Sunday Tortelli

- **Motions Re: Current Open Positions**

- (4) Upon a motion, duly carried, the application to fill the vacant position of Southeastern US Regional Director submitted by Tonya Daniel, was accepted.*
- (5) Upon a motion duly seconded, the application to fill the vacant position of Western Pacific US Regional Director by Yana Katzap-Nackman, was approved. Motion Tabled.*
- (6) Upon a motion duly seconded, the application to fill the vacant position of Western Pacific US Regional Director by Wendy Scharp, was approved. Motion Tabled.*
- (7) Upon a motion duly carried, the application to fill the vacant position of Western Pacific US Regional Director by Yana Katzap-Nackman, was approved.*
- (8) Upon a motion duly carried, the application to fill the vacant position of Northeastern US Regional Director by Danielle Koontz, was approved.*

- **2016 Election Update**

Sunday Tortelli reminded the group that deadline for applications for the 2016 Election is April 15th. The following positions will become available January 1, 2017.

- *President Elect*
- *Director of International Development*
- *Eastern Canada Region Director*
- *Midwestern US Region Director*
- *Southwestern US Region Director*

The committee plans to have a final slate to present for approval at the July Board of Directors meeting with a goal of ballots being disseminated to the membership in late September/early October.

IX. Public Relations & Marketing Director Update-Melissa Harley

- **Web Site Redesign Update**

Melissa Harley provided a verbal update.

- (9) Upon a motion duly carried, the request to hire a copywriter to write copy, for the new DONA Web Site was approved.*
- (10) Upon a motion duly carried, DONA International will offer three 1-year memberships as incentive to respond to the member survey that will be created and disseminated by Taproot Creative.*

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- **PR/Marketing Update**

Samples of proposed logo redesigns were shared during the meeting. Additional feedback was gained and will be shared with Taproot Creative for further modifications. A BOD teleconference will likely need to be scheduled for the end of March.

X. 2016 Conference Update – Virginia Rivenbark

A verbal update on plans to-date was provided.

XI. 2017 Conference Discussion – HeatherGail Lovejoy

Discussion took place regarding the possibilities for future Conferences sponsored by DONA International Conference. It was determined that the offer from Lamaze International, to co-sponsor an annual conference, was not something the BOD wanted to pursue for 2017.

Discussion then took place regarding the pros and cons of holding either a face-to-face DONA International Conference or another Virtual Conference in 2017. Follow-up will take place with DONA International’s Helms Briscoe representative on face-to-face options for further discussion in July.

XII. Director of Certification Director Update –Johanna D’Aleo

- **Motion - Certification Revisions**

(11) Upon a motion duly carried, the proposal to allow birth doula certification candidates with packets purchased/received through October 20, 2015, to meet the care provider evaluation requirement and cesarean birth requirement, as stipulated in the current birth doula certification packet was approved.

Johanna indicated to the group that she would like to form a “fast-track” committee to expedite the certification process for some certification applications.

XIII. Director of Education Update – Kyndal May

- **Webinar Update – Virginia Rivenbark**

A verbal update was provided.

- **Trainer’s Retreat Follow-up – Ana Paula Markel**

A verbal update was provided.

- **Translation of Manuals**

(12) Upon a motion duly carried, the Education Division’s recommendation to accept the bid to translate the certification packet submitted by Monica Dyer, was accepted.

(13) Upon a motion duly carried, the Education Division's recommendation to approve the Spanish Birth Doula Manual translated by DONA Birth Doula Trainer, Diana Zacharin, was accepted.

- **Changes to Trainer Code of Conduct Document**

(14) Upon a motion duly carried, the proposed changes to the DONA Doula Trainer Code of Conduct document, were approved.

- **Changes to Trainer Policies Document**

(15) Upon a motion duly carried, the proposed changes to the DONA Doula Trainer Policies document, were approved.

- **Proposal to give Access Committee authorization to identify materials that need to be supplemented, replaced or modified to better meet the needs of low-literacy and low-resources populations who are seeking to attend DONA doula trainings and become DONA certified.**

This topic was tabled for future discussion by the Board of Directors.

- **Proposal to amend Conference Committee Standing Members**

This topic was tabled for future discussion by the Board of Directors.

XIV. International Director Update – Ana Paula Markel

- **Discussion - International membership/certification fees vs International Fee Index**

(16) Upon a motion duly seconded, it was recommended to remove the International Fee Index from the current dues structure. Motion Withdrawn.

Cynthia Keillor will research how other Bostrom Clients manage their international member fees and report her findings to Ana Paula Markel.

XV. Multicultural Director Update – Ravae Sinclair

- **Growing our Reach Map**

A discussion took place, based on information distributed prior to the meeting, regarding options to expand our presence.

- **Proposed Vision Statement Revision**

(17) Upon a motion duly carried, the proposal to change DONA International's Vision Statement from, "A doula for every woman who wants one" to "A doula for every person who wants one," was approved.

- **Pursue establishment of 501(c)(3) in 2016**
Cynthia Keillor will introduce Ann Pollack to DONA International's attorney so she can begin this process.
- **Discussion Regarding Multicultural and Intercultural Meaning**

(18) Upon a motion duly carried, the proposal to change the wording Multicultural Director to Intercultural Director, as part of the new branding roll-out was approved.

- **Hire Cultural Competency Consultant**
Ravae Sinclair will follow-up with Jeanne Sheehy and Cynthia Keillor before beginning work on an RFP for this service and will report back to the BOD at the July meeting.
- **Authorize Pursuit of Organizational Affiliates**
This topic was tabled for future discussion by the Board of Directors.
- **The Grand Challenge & DONA International**
Ravae Sinclair reviewed a written summary that was distributed prior to the meeting.
- **Create Non-Disclosure/Non-Compete Agreement for Contractors**
Cynthia Keillor and Ann Pollack will discuss this topic and copy write issues, in addition to the 501(c)(3) creation with DONA International's attorney.

The Board of Directors meeting recessed and reconvened on Saturday, March 12, 2016 at 9:00 am.

Saturday, March 12, 2016

XVI. Director of Publications Update – Sherri Wilkerson

Sherri Wilkerson provided a verbal update on recent activities.

XVII. Regional Directors Update – Linda Worzer

- Motions – Regional Director Organizational Document Revisions

(19) Upon a motion duly seconded, the proposed revisions to the Regional Director Organizational Document were approved. Motion Withdrawn.

- Motions – SPAR Organizational Document Revisions

(20) Upon a motion duly seconded, the proposed revisions to the Regional Director Organizational Document were approved. Motion Withdrawn.

XVIII. 3rd Party Reimbursement Update –Tammy Ryan

Tammy Ryan reviewed a written report that was distributed prior to the meeting. She requested that a new volunteer, with a more extensive background on this issue, be identified to continue work on this initiative.

XIX. General Group Discussion – All

General discussion took place and no additional action was requested at this time.

XX. Adjournment