

**Minutes of NIDCAP Federation International Board of Director's Meeting
July 14-16, 2004**

A special meeting of the NFI Board of Directors was called and held on July 14-16, 2004 in Essex, Massachusetts.

Board Members Present:

Heidelise Als
gretchen Lawhon
Gloria McAnulty
Karen Smith
Kathy VandenBerg

Others:

Mary Hiland, Interim Executive Director
Sandra Kosta, Assistant Secretary

9:20PM H. Als calls meeting to order

H. Als welcomed Karen Smith as a new board member.

M. Hiland summarized the agenda items.

President's Report

Als informed the board that Joy Browne submitted her board resignation. The board decided to put the discussion of a board member replacement under the NFI identity agenda item on Thursday, July 15th.

H. Als announced the establishment of the latest NIDCAP training center in Brest, France. The NIDCAP trainer is Nathalie Ratynski. The center has not agreed on a name as of yet.

Fundraising Committee Report

K. VandenBerg distributed and discussed a fundraising committee report.

M. Hiland reported that she and K. VandenBerg have been communicating with people in their community. One fundraising professional familiar with NIDCAP and the work of the federation has advised that the federation will have the most success in fundraising with individual donations. While there has been some planning in collaboration with D. Buehler, both Kathy and Mary expressed concerns that a marketing or cold calling approach would not be effective in this case. Mary will continue to pursue foundations, but highlighted the special challenges of foundation fundraising. The process has thus far involved a volunteer who together with M. Hiland has put in about three days/week of research time to investigate the guidelines of each foundation. They have found that the mission of NFI doesn't fit the guidelines of many foundations because it is not an organization that directly helps medically ill infants.

H. Als pointed out the danger of having too specific an identity. M. Hiland stated that her hopes for this meeting include further clarification of the definition of the federation so that she can

better communicate the mission and identity to potential donors. M. Hiland developed a Fundraising Development Policy that she will present to the board in the next days. Her goal is to have the board review and adopt the policy at this meeting. The policy establishes boundaries and addresses the specific principles to guide board decision-making regarding fundraising strategies and targets..

The board discussed the problems that have arisen in the past regarding soliciting funds from companies. For instance, those companies selling baby products wish to have a NIDCAP endorsement. It was agreed, after discussion, that the board must be informed of a potential donor company's policies and values.

Meeting Adjourned 10:15PM

Thursday, July 15, 2004

Meeting called to order at 8:40AM

The board discussed the Criteria for Master Trainers. The board was reminded that at present Heidelise Als and Agneta Kleberg are the only two Master Trainers.

There was consensus among the board to define Senior Trainer as meaning experienced trainers – those who have brought others to reliability. There is consensus among the board members that there should be more touch points in place between the Master Trainer and the Master Training in Training during the training center development process.

The board developed the following criteria for Senior Trainers:

- Guided a center from the beginning
- Developed a team in at least two units that then function under developmental care;
 - At least one level 3 unit and access to level 2
- Brought people to reliability
- Successfully engaged multidisciplinary staff – medical director and leaders
 - Acting with the leadership
 - Experience helping to develop a financial plan for the center 3-5 years (must show at least a 3 year plan)
- Have to have a pedagogic skill
- Attitude and behavior toward trainee models a true “mentorship” approach

Additional Criteria for MT eligibility

- Proactively seeks ongoing supervision and mentorship.
- Develops, has, submits and commits to a 5 year plan delineating how the process will be completed successfully (including a financial plan).
- Is approved by the NFI board or appointed committee.
- Is accepted by a master trainer.

The board listed those who currently qualify as Senior Trainers: Heidelise Als, Joy Browne, Deana DeMare, Jim Helm, Melissa Johnson, gretchen Lawhon (Master Trainer in Training), Karen Smith, Kathy Vandenberg (Master Training in Training, Agneta Kleberg (Master Trainer.)

The board then began to discuss the specific requirements developed and outlined in H. Als' *Draft Document, NIDCAP Master Trainer Development Steps*. A long discussion ensued on whether to require a Master Trainer in Training to complete an advanced practicum or not, or should the MTiT be required to have only a work day with the Master Trainer? After discussion, the board decided that the rule for a grandfathered trainee be: If the MTiT has never done an advanced practicum then she can submit an advanced practicum or submit the AP of one of her trainees prior to a work day.

Debbie Buehler enters conversation via phone

Next, the board discussed whether it should be a requirement of the MTiTs to also be APIB trainers also. Discussion continued with suggestion for the option to have an APIB trainer partner with the Master Trainer in the training process. The board agreed that those grandfathered in can either move toward APIB trainer status or can partner with an APIB trainer.

In discussing the steps for becoming a Master Trainer, it was agreed that it is a time consuming process that should be thoughtful and not routine and that there needs to be time allotted for one on one feedback, debriefing and reflection. This feedback time must be built in to the training process.

Upon motion, duly made, seconded and carried, it was unanimously
VOTED: To adopt the guidelines and criteria for becoming a master trainer as outlined in H. Als *Draft Document, NIDCAP Master Trainer Development Steps* and discussed at this meeting.

Financial Model

The board brainstormed on financial models for the MT process:

1. Federation helps
- 2a. Use trainer's fees and MTiT passes thru to the MT
- 2b. Training center pays MTiT expenses and MT's fees/costs (pre-negotiated contractual agreement) (A suggestion is made to have two fee structure set-ups 1. for training a few within in NICU and 2. for training a trainer to become a training center)
3. Other institutional support
4. The MTiT pays

The discussion continued about sources of funding for the NFI. The board agreed that there needs to be a steady income of some sort (such as a portion of the training fees go to the federation). A discussion ensued about accreditation requirements. The board agreed on the following actions related to developing a different fee structure:

- g. Lawhon offered to collect all fee structures and develop an overall fee structure for training.
- H. Als asked that all trainers submit their fees to gretchen for her to do a comparison in order to develop a new tiered fee structure and guidelines.
- Heidi agreed to share her fees re: the MTiT process.

- A new, tiered fee proposal will be developed and presented to the Board at the October meeting. M. Hiland will work with g. Lawhon and D. Buehler on this item.

Break

Treasurer's Report

G. McAnulty presented the Treasurer's interim report. (Oct '03 to July '04) Beginning balance: 25,799.85; Total Revenues = 104,396 (membership:16,975 and donations and grants: 87,421); Total Costs= 35,752.92 (board retreat:18,937.70 and misc, honoraria from 2003 trainers meeting, bank fees, Oklahoma stipend for trainers meeting, stamps, etc). Outstanding costs not included in the report include M. Hiland's fees, website and Essex meeting costs.

Upon motion, duly made, seconded and carried, it was unanimously VOTED: To accept the Treasurer's report

Review of Pritzker Foundation grant NFI commitments

M. Hiland read the six bulleted goals to be achieved by 5/31/05 under the Pritzker Early Childhood Foundation grant; summarized as follows (for full explanation see M. Hiland's letter to Iris Krieg 5/26/04):

- Develop, approve and implement a fundraising plan to raise \$200,000 by 5/31/05.
- Identify similar models to gain insights into how to build the structure of NFI.
- Seek legal counsel as needed in matters of contractual relationships with certified training centers and issues concerning intellectual property.
- Develop, approve and implement a board development plan.
- Develop a website for the purpose of disseminating information and marketing.
- Establish a database linked to the website for documenting training activities.

M. Hiland reiterated that the Pritzker Foundation will pay for the interim director and the professional services fees involved in carrying out these goals.

Organizational development: NFI identify

Under this topic the following questions were discussed:

What is the federation?

M. Hiland pointed out that the purpose for clarifying the NFI identity is in order to effectively communicate to potential funders and others interested in supporting the NFI mission. The board agreed that the federation is a non-profit, professional membership organization and a training and educational institute - with a membership base of NIDCAP trainers/directors and founding members. During this discussion, the option to allow all NIDCAP certified professionals into the membership base was suggested and it was agreed that this would be added to the agenda of the membership meeting at the Trainers' Meeting in Oklahoma in October.

G. McAnulty pointed out that founding members are not considered members of the organization. According to the by-laws, if an officer is voted off but is not a NIDCAP trainer or director they would no longer be a member of the organization.

Upon motion, duly made, seconded and carried, it was unanimously VOTED: To amend the first sentence of Article I: Members, Section I: membership to read... General membership is open to all NIDCAP certified trainers, NIDCAP Center Directors and Founding Directors of the NIDCAP Federation International.

The Secretary will inform the members while forwarding the amended by-laws.

What are the products and services?

1. Training in NIDCAP approach
2. Annual trainers' meeting by invitation only Quality assurance
3. APIB training
4. Research of NIDCAP members
5. NIDCAP trademark and meaning
6. NIDCAP trademark defense

An envisioned product of the future is Nursery Certification. There is also a need to develop a formal process for quality assurance for NIDCAP certified professionals. It was recommended that this be put on the agenda for the membership meeting in October. Discussion ensued regarding whether all NIDCAP certified individuals should be invited to the trainers' meeting. H. Als recommended that this be done.

What is the role of NFI staff? (thinking of the future and evaluating the needed staffing level)
Coordination, dissemination, and communication.

Break

NFI Funding Strategy

The board discussed and listed what the NFI needs money for:

- Staff/administration
- Master trainer process support
- Board meetings
- Trainers meetings
- Documentation production
- Website/database
- Nursery certification
- Membership products (newsletter, cards, literature)

The board listed the current and potential funding sources:

- Membership dues (expanded, increasing them)
- Student dues
- Training fees
- "Friends of NIDCAP Appeal"
- Grants
- Contributions
- Educational products – getting reproductive rights
- Nursery certification fees

HA/gretchen suggested that the executive director could get copyright permission to reproduce NIDCAP required readings.

Contributions

The board discussed the types of people/agencies who they feel would be appropriate donors to the NFI. The board brainstormed and developed the following list of potential donors:

- Board-related family members
- Parents of NICU graduates (Note: g. Lawhon informs M. Hiland that there are organizations of premie parents, H. Als suggested M. Hiland contact Martha Holmes for names of national premie groups. K. Smith will forward her email address to M. Hiland.)
- March of Dimes
- Multiples groups
- Fertility centers
- Perinatology referral centers
- Government (M. Hiland asked the board for suggestions of government contacts. H. Als agreed to send M. Hiland the name of a NIH contact. M. Hiland suggested that A. Brandon add a pitch for contributions to the website.)
- Insurance Companies (Medicaid) The board discussed the need for those in hospital administrative positions to know more about NIDCAP before insurance companies are approached. The board discussed acquiring a position statement on NIDCAP from the Academy of Pediatrics.

The board discussed ideas for reaching parents:

- Articles in lay magazines (Parent, Marie Claire, Vanity Fair)
- Oprah

The board discussed having an annual funding appeal around November in the form of a mailing and they discussed developing a database of people to approach. The board agreed that the following items would be added to the trainers meeting agenda: to announce the needs of the federation for funding and that all will receive a funding appeal letter. It is suggested that each member of the federation be asked to submit 10 names of people whom can be contacted in a fundraising appeal.

Fund development policy

M. Hiland distributed to the board a modified version of the Fund Development Policy that includes a clause regarding accepting money only from companies whose values are consistent with NFI and a process which would require Board approval. A long discussion ensued on how the board would research certain companies. The board emphasized the need for thorough research into a company's policies and values prior to accepting donations.

Upon motion, duly made, seconded and carried, it was unanimously VOTED: To adopt the Fund Development Policy with handwritten modifications with the added condition to seek education on how to be informed of company values.

NFI has been given a check from HillRom but as of yet it has not been cashed. No decision was made as to whether the donation should be accepted or rejected.

The board agreed to amend Friday's agenda as follows:

Morning meeting:

1. M. Hiland's contract
2. Board development/vacancy
3. October Board meeting

Afternoon:

1. Legal issues
2. Website
3. Communication

Friday, July 16, 2004

Mary Hiland's Contract

The board discussed the draft contract submitted for approval by M. Hiland. There was a question about whether M. Hiland's contract is tied to the Pritzker goal of raising \$200,000. It was agreed that it is not tied to achieving this goal. A discussion ensued on the difference between consultant vs. contractor as used in the contract. M. Hiland and the board agree to amend the contract to replace any occurrence of the title "consultant" with "contractor". It is pointed out the board may not necessarily need a person at the executive level to fulfill its needs in the long run. The board agrees that this year will be used to determine what type of person the board wants on staff.

A discussion ensued around the issue of Accountability and Reporting as outline in the contract. The importance of regular feedback from the board to its executive director was discussed. The board and M. Hiland agreed to amend the wording on Page 2 of M. Hiland's contract, Accountability and Reporting, to read that the reports will be submitted to the entire board (as opposed to the President only). The board will receive the quarterly reports from the interim executive director and then send feedback to H. Als who will then send feedback to M. Hiland.

Upon motion, duly made, seconded and carried, it was unanimously VOTED: To adopt Mary Hiland's contract as amended.

Board Development

It was agreed that the mission of NFI currently requires focus in two areas: program development and organizational development. It is important to consider activities and composition of the board that supports organizational development. For this reason, the board was asked to consider expanding the board membership to include those not related to the NIDCAP world. M. Hiland pointed out that from a funder's perspective it would not be considered good practice to have only NIDCAP trainers on the board. The board tossed around ideas about perhaps having a parent on the board or creating an associate board member position that would fulfill the non-NIDCAP perspective.

To aid in thinking about who might be an appropriate non-NIDCAPper and in order to show that the board has a structure and mechanism by which others can be engaged in the process M. Hiland and the board reviewed the governance structure of the NFI as it relates to program

development and organizational development. The board agreed that the goals of program development should include broadening involvement in and support in organization. There are several committees that could formally be established which support organizational development:

- Nursery Recognition (K. Smith, g. Lawhon, J. Forte, S. Imaizumi)
- Fundraising (M. Hiland, K. VandenBerg)
- NIDCAP Trainers Meeting Organizational Committee (g. Lawhon, H.Als, and Host of Meeting)
- Master Trainer process
- Communication Committee (database and website) (G. McAnulty, J. Helm, S. Kosta)
- Finance Committee (G. McAnulty, S. Kosta)

Note: M. Hiland pointed out that a budget needs to be brought to the October meeting for approval.

The board agreed on the following goals for the coming year:

Goal: establish board committees and bring in non-members to be involved in federation to build a broader perspective

Goal: To fill the one board vacancy with a non-member who meets one or more of the following criteria:

- Has organizational development experience (e.g. hospital administrator)
- Is a medical doctor.
- Has public policy advocacy experience

It was agreed that the Board needs to maintain a European member.

As a result of the current vacancy, a discussion ensued regarding whom might be a good candidate to fill it. Roger Sheldon and Jerry Hirschfeld were nominated.

Break (Roger Sheldon and Jerry Hirschfeld were called during the break; R. Sheldon accepted the nomination and J. Hirschfeld respectfully declined.)

Upon return from break, other nominees were considered.

Upon motion, duly made, seconded and carried, it was unanimously

VOTED: To have Dr. Roger Sheldon occupy the board member vacancy, the term of which ends in Oct 2005.

The discussion regarding Board Development resumed. Regarding board orientation, it was agreed that a manual would be created and include at minimum the by-laws, minutes, board roster and budget. M. Hiland will be working on a Board Development Plan per the Pritzker grant. The plan will include several of the items agreed on at this meeting. In addition, the Board committed to including an educational piece on good board practice at each board meeting. M. Hiland is currently reviewing best practices re: Board self-assessment. She will have a recommendation for the board prior to the Spring.

The board began discussion of having a pre-conference open-to-the-public NIDCAP education day at Contemporary Forums as a method for fundraising. The profits would be considered a corporate donation from Contemporary Forums. Conflict of interest concerns were raised by the board and it was decided that H. Als would approach Margaret in the future about her organizing an annual NIDCAP conference that is not connected in any way to Contemporary Forums conference.

Communication Tools: Database and website

G. McNulty explained that she, J. Helm, and Ann Brandon had a conference call so that J. Helm could connect with Oblio. Oblio will be the hardware host of the website, will manage security, and will do periodic updates. Onyon will contract with Oblio and J. Helm will be Oblio's liaison. G. McNulty stated that once J. Helm finds out the database format he will contact the NIDCAP trainers for their trainees' information.

Cost concerns around website edits arose and G. McNulty stated that she will ask Ann if the board will be able to change anything themselves and if not, she will ask for clarification on fees for such changes. G. McNulty expressed that the fees are minimal and that changes could be made easily via an email to A. Brandon with the specific changes outlined.

There is no current timeframe outlined for the website's launch. M. Hiland suggested November so that it could be ready in support of the fundraising appeal if people want more information after receiving the letter.

The board raised questions regarding the cost of data entry of the backlog of NIDCAP registration sheets; how will the database be maintained and what staff may be needed for that? Who will be responsible for quality control? Who will be able to do queries?

The board agreed to:

- develop policies and procedures that detail the purpose of the database, who is authorized to use it, and what those authorized can do with the database.
- develop a database training session for the center directors
- look into insurance for protection against losing data
- assess who is still considered reliable and perhaps create levels, considering there are many people who were trained many years ago. A newsletter could inform these people of the options for updating their training.

Break for lunch

1:15 meeting resumes

October Board Meeting

The board discussed whether more board meeting time is necessary at the trainers' meeting and whether M. Hiland's presence should be required at both the Friday meeting (10/1/04) and the Tuesday meeting (10/5/04) and if so, how would she be paid for the interim days. A problem solving discussion began on how Mary could be informed of the Tuesday's meeting content if she is to attend only the first board meeting on Friday, Oct 1. The board agreed that teleconferencing would be a cost-effective method for her to participate in Tuesday's meeting. A

discussion ensued on the benefits of having M. Hiland attend the Trainer's Meeting itself so she may learn more about the NIDCAP group. It was agreed that she will attend the board meeting and the membership meeting (Friday through Saturday afternoon.)

The board discussed whether to add another day or just extend the 2-5:00 meeting on Tuesday. The board agreed that that it would be more productive to schedule a separate meeting at mid-year. The board discussed the possibility of a late April meeting. M. Hiland agreed to do a cost comparison analysis to determine whether east coast or west coast location would be better. The board agreed that the costs of such a meeting should be budgeted into the next year's budget.

With regard to filling the board member's position whose term ends this October, M. Hiland suggested and volunteered to develop a job description for a board member. Once she drafts the job description, she will distribute it to the board members for feedback. G. Lawhon will send out via email the nomination letter to all members.

Discussion of Dues

The board members discussed whether to raise the membership dues and if so should both the individual and center dues be increased and by how much? A suggestion was made to increase individual dues to \$150.00 and center dues to \$1750.00. A longer discussion ensued about whether training fees cover the center and individual dues.

A discussion ensued about the possibility of developing a tiered association of members who have achieved varying degrees of NIDCAP certification or education. The exec dir with the aid of the board members will develop a proposal for a tiered membership.

Upon motion, duly made, seconded and carried, it was unanimously
VOTED: To define and design a tiered options for involvement of those with varying degrees of NIDCAP education that would relate to educational quality maintenance and funding stream to be presented at the membership meeting in October.

The board discussed how to handle those who haven't paid their dues on time. At the conclusion of the discussion it was decided that in the future G. McAnulty will inform M. Hiland who has not paid. For this year's dues M. Hiland will call J. Browne and L. Mouradian regarding their individual dues.

Upon motion, duly made, seconded and carried, it was unanimously
VOTED AGAINST: to increase the individual dues to \$150.

A discussion ensued about alternative increases. It is decided that a 15% increase is more reasonable.

Upon motion, duly made, seconded and carried, it was unanimously
VOTED: To increase both individual fees and center fees by 15% in October 2004, raising the individual fees to \$115 and the center fees to \$1725.

Current members in good standing:

H. Als, K. asp, J. Browne, D. Buehler, C. Dagiuo, D. Demare, C. Fischer, L. Gilkerson, R. Hedlund, J. Helm, M. Johnson, A. Kleberg, g. Lawhon, G. Mcanulty, L. Mouradian, L. Robison, E. Sell, R. Sheldon, K. Stjernqvist, K. Smith, K. Vandenberg, D. Vittner, B. Westrup

Protection of NIDCAP Integrity and Identity

The board discussed the organizational structure and relationships of NFI. The topics included:

Who has authority/accountability within the organizational relationships?

What defines that authority?

What are the legal questions/issues?

Who has authority?

- Copyright belongs to NFI
- NFI Board
- The NFI Membership

M. Hiland asked for clarification about who owns and who is actually responsible for the currently active NIDCAP training centers. A discussion ensued about the various centers' infrastructures and how some exist under the umbrella of a NICU, some under academic departments and some under medical institutions. It is determined that the trend has been that the NIDCAP program is under the responsibility of the center director's employer.

A discussion ensued about the possibility of establishing contractual relationships between the future established centers and their "employer", and establishing agreements between the individual centers and NFI. What kind of relationship would this be? What fees would you expect from them for instance?

What defines that authority?

- Is there a contractual agreement with the employer?
- What does it mean to be a certifying entity?
- Where does the authority come from?

A discussion ensued on how NFI would become a certifying entity and G. McAnulty read from the Articles of Organization, Article 2 which states that certification is included in one of the purposes therefore no more work needs to be done to make the organization a certifying entity. The board then discussed the current process for training center certification. Currently H. Als sends a personalized congratulatory letter to the center informing them they have met the requirements of the criteria established to become a training center.

The board agreed on the need for the following infrastructure documentation:

- Certification Documents (official letter and certificates)
- Official Agreement (currently a document that needs more formalization). K. Vandenberg and M. Hiland agree to take on the task of formalizing the "agreement" document for the training center's certification. S. Kosta will send them H. Als' current two page bulleted document.

H. Als listed the layers of certificates that are needed:

- NFI gives a Training Center Certificate
- NFI/Center Joint Certificate for individual trainees
- NFI Trainer certification
- NFI Master Trainer certification (include name of trainer)

In addition to certificates the board agreed that the centers need official agreements:

- Center establishment agreement
- NIDCAP certified professional agreement
- NFI trainer agreement
- NFI master trainer agreement

M. Hiland emphasized that having an official agreement would strengthen the relationship between NFI and the individual centers. H. Als stressed the importance of getting the certificates made soon. H. Als stated she would like the certificates to say “members in good standing with NFI.” S. Kosta agreed to send K. VandenBerg and M. Hiland a copy of the National Center’s trainee certificate and the current two page bulleted document that Heidi currently uses to establish criteria for a NIDCAP training center.

What are the legal questions/issues?

- What is the difference between a contract vs. agreement?
- What happens if someone is in violation of an agreement?
- Is there a copyright of NIDCAP outside of the US? What are the copyright protections outside of US?
- Trademark protections outside of US?
- Creation of European organizations
- What’s the role of insurance regarding the defense of intellectual property?

K. VandenBerg pointed out that US law doesn’t apply in Europe. NFI currently has no authority over any NIDCAP happening outside of the US. Her husband, Ron, suggests establishing a legal arrangement with the European centers, perhaps being called NIDCAP Europe or each European Center may be its own entity. The board agrees that this requires meeting with legal counsel. g. Lawhon offers to check with her sister-in law Meg Wynne who provides legal counsel to Logitec, an international company. M. Hiland and K. VandenBerg also agreed to investigate the legal ramifications.

Communications Planning

M. Hiland provided an overview of what a communications plan consists of and brief written guideline was distributed. The elements of a communications plan include:

Name of the organization

Value-added proposition: what value does the organization add to the world?

Tag line – what word or phrase do you want to be known by? (a “slogan” of sorts)

Benefits – what are the four or five different words that represent the benefits the organization produces?

Proof points – what is the evidence that the organization provides the benefits?

The board had a discussion re: the value added proposition, working toward a condensed statement. Ideas included:

- Assures integrity of the NIDCAP approach in developmental care
- Improves high risk newborns and families
- Promotes and assures quality, integrity, continuity of individual intensive care
- Advocates, upholds, and assures professional standards and practice in individualized developmental care for newborns in intensive care and their families
- Multidisciplinary
- Support for those who care for infants and their families
- Enhancing intensive care for infants (newborns) and families

After extensive discussion and brainstorming, the board agreed on the following tag line:

“Changing the future for infants in intensive care”

The board brainstormed the benefits (in one word each): competent, creative, inspired, effective, proactive, efficacy, change agent, cost-effective, better brains, healthful development, quality assurance, generative, better parents, better staff.

Time did not allow for further work on the communications plan.

M. Hiland will work with S. Kosta to get the minutes out to the board by the end of August. M. Hiland will extract the “to do’s” from the minutes and will create a separate list that is easier for the board to work with in the coming months.

The meeting was adjourned at 5:15.