



NIDCAP Federation International

Minutes of the Third and Final Meeting of the Board, 2003 -2004 Oklahoma City, OK

**Friday, October 1, 2004
9:00 – 5:00**

Board Members Present: *H. Als, J. Helm, g. Lawhon, G. McAnulty
K. VandenBerg, B. Westrup, K. Smith, R. Sheldon*

Staff: Interim Executive Director: *Mary Hiland*
Assistant Secretary: *S. Kosta*

Welcome and Agenda Review **H. Als**

H. Als called meeting to order 9:00AM
H. Als reviewed the items on the agenda.

Approval of July 14-16, 2004 Minutes **H. Als**
The Board reviewed the minutes.

**Upon motion, duly made, seconded and carried, it was unanimously
VOTED: To adopt the minutes from the July Essex meeting.**

Election of Officers **H. Als**
g. Lawhon opened the election process; Nominations began
Heidelise Als was re-elected President;
gretchen Lawhon was re-elected Vice-President;
Gloria McAnulty was re-elected Treasurer
Deborah Buehler was re-elected Secretary
Sandra Kosta was re-elected Assistant Secretary

Report from the Chair **H. Als**

H. Als gave her report; she distributed a written document, *Report of the Chair*, to the Board and proceeded to highlight points from the document:

- J. Browne resigned as a member of the Board of Directors and resigned from the Master Trainer training process
- The French NIDCAP training center has been established, but unfortunately the French team will not attend this year's NIDCAP Trainers' meeting
- Master trainer process: In order to pursue Master Training one first needs to be a senior trainer;

H. Als pointed out that L. Robison was not on the list of Senior Trainers named in the July Board Meeting Minutes. It was determined that L. Robison was omitted inadvertently from the list generated at the Essex meeting. The Board agreed she should be added to the list of Senior Trainers.

- Clarification of the definition of a Senior Trainer was needed. H. Als pointed out in #3 *Development of Master Trainer Process* the first bullet listed (“proactively seek ongoing supervision and mentorship”) under the additional criteria of a prospective MT should be moved up to the general definition of a Senior Trainer.
- A tagline (Changing the Future of Infants in Intensive Care) has been created. H. Als stated that although the tagline was created and decided upon in July.
- H. Als reviewed all the decisions that were voted on at the July Board Meeting, Essex, MA.

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

VOTED: To adopt the report from the chair with the modification of moving the criterion of ‘actively seeking supervision and accepting supervision’ for master trainer eligibility from the additional criteria list to the main Master Trainer criteria list.

Treasurer’s Report

G. McAnulty w/M.Hiland

Remaining Funds:

Bella Vista Foundation: \$44,562

Pritzcker Foundation: \$26,346

Dues/Donations: \$11,615

Total: \$82,523

An error was detected and the correction was made. The correction is included in the figures presented above.

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

VOTED: To accept the budget with the correction as made.

Proposed 2004-05 Budget

Contingency Budget Discussion

- M. Hiland reported that this past year there is no indication that the Bella Vista foundation would consider funding NFI a second year. The original intent of the Board was to not spend this money and hold it for a future Executive Director. In preparing the report to the foundation, M. Hiland discovered that the foundation may indeed award multi-year grants. She and Kathy V. will be meeting with the Foundation Executive Director, Mary Gregory, the end of this month. If encouraged by her, M. Hiland suggests that the NFI submit a proposal for a second year of funding. This is the primary basis for the submission of a contingency budget. It was decided that, if a second year grant looked likely, the NFI would use the money for an April board meeting.
- The revenue projections assume the development of two new centers and therefore their dues.
- It was decided that the Assistant Secretary’s travel and time for Board meetings would be compensated.
- The trainers meeting expenses for this year include the honorarium and travel of the speakers.
- M. Hiland stated that if there is to be an additional expense on the honorarium then it will need to be added to this year’s projections.

- Discussion ensued on whether there should be another line item to cover next year's honoraria. It was decided that there should be another line item and that the board needs to decide on the amount that will be added to the next year's projection. M. Hiland stated the current grants will not pay for this line item so it must be kept in mind that dues must cover the extra honorarium expenses. g. Lawhon suggested naming the line item 'trainers meeting site support' or 'trainers meeting educational program support' (honorarium and speaker support). G. McAnulty listed the additional costs incurred at this year's trainers meetings (Xeroxing, etc).

A break was taken at 10:20AM

The meeting was resumed at 10:30AM

M. Hiland proposed adding a \$1500 contingency amount to the projected budget. H. Als brought up that since there is an April board meeting a revised budget should be discussed at that time. M. Hiland agreed to present the revised budget at the April meeting.

Contingency: If the Board learns that the Bella Vista Foundation grant comes through should the board be more aggressive in increasing M. Hiland's time, secretarial support, etc.

M. Hiland proposes that the Board go ahead and approve the budget with the contingency. M. Hiland makes clarification—does the board want to increase M. Hiland's time to 15 hours per month?

Upon motion, duly made, seconded and carried, it was unanimously VOTED: To increase M. Hiland's hours to 15 per month.

Upon motion, duly made, seconded and carried, it was unanimously VOTED: To accept the proposed budget in its two tiered version.

Fundraising Committee Report

K. VandenBerg, M. Hiland

1. Bella Vista Foundation Report

M. Hiland distributed a copy of the progress report sent to the BellaVista Foundation.

2. Fundraising Appeal

- K. VandenBerg reminded the board of the fundraising decision agreed upon in July; each member is to send a list of 10 names to M. Hiland who will send out fundraising appeal letters to them. K. VandenBerg distributed to the Board a sample letter she had drafted for the appeal. M. Hiland offered to produce the letters by working with the board individually and will then mail the packet of letters to each board member so that they may add a personal note to each letter if they wish. M. Hiland said that the priority should be to get a list of names first. M. Hiland asked the Board to email her any suggestions/edits for the letter.
- K. VandenBerg asked that H. Als announce this appeal to the membership at large at the membership meeting on Saturday. H. Als after looking at the membership meeting agenda agreed that the appeal letter topic should be brought up during the discussion of the expansion of the membership.
- The deadline for suggestions/edits to the letter was set for October 31, 2004.
- K. VandenBerg reminded the Board to consider making their own donations and recommended that it be done in November or December.

3. Decision to Accept/Reject HillRom Donation

This topic was discussed in July but not resolved. K. Vandenberg explained that she has had a \$2000 donation check from HillRom and has not yet cashed it. R. Sheldon expressed his opinion that we should consider these types of corporations. M. Hiland stated that no one from HillRom has tracked the money nor have they asked to use the NIDCAP name. J. Helm expressed that we should formally thank HillRom for the donation and explain that the board is currently debating from whom the organization will accept donations. g. Lawhon suggested that all board members need to read the fund policy before discussion was continued. M. Hiland will send everyone the updated version. J. Helm made a motion to instruct K. Vandenberg to write a thank-you letter to HillRom explaining the NFI's current position.

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

VOTED: To have Kathy Vandenberg return the check and write a thank-you letter to Hillrom explaining the Federation's current position on accepting donations

Website Development Updates

G. McAnulty

- G. McAnulty began the discussion by explaining that NFI has contracted with Onyon (Ann Brandon) to create the NFI website. A. Brandon sent G. McAnulty a version of the newly created website.
- The board gathered around G. McAnulty's laptop to review the webpage. G. McAnulty stated that the images, formats, and colors are all up for discussion.
- M. Hiland pointed out that the website should include a link to "What is the NFI." She asked how the board wants to proceed with the design.
- G. McAnulty stated that A. Brandon may resign from the position given personal circumstances. The Board approved of the website. M. Hiland informed the board that she knows someone who does website design. This person has offered to do any non-profit organization websites at a 50% reduction with a \$25.00 maintenance fee. M. Hiland suggested that the board visit her website which was designed by this person.
- The current projected deadline for the NFI website is November 2004. R. Sheldon pointed out that if the NFI is going to launch an appeal for donations the website should to be up and running.
- G. McAnulty, J. Helm and S. Kosta will help A. Brandon to get a basic site launched. G. McAnulty will tell A. Brandon that a site will need to be launched that at minimum includes the Program Guide, who we are (NIDCAP and NFI) (M. Hiland will send her NFI doc for editing), links to sites who already have websites, list of centers, how to help (M. Hiland's contact info). A suggestion was made to use the words "in gestation" instead of "under construction."

Database Development Updates

J. Helm

J. Helm gave the database development report. He reported that he sent his annual NIDCAP reports with the desired queries to Ann Brandon. He explained to A. Brandon that the NIDCAP database users will need to sort and summarize by each variable in the database. The next step will be to work with Oblio Leitch on a prototype. H. Als stated that without a deadline there will continue to be an issue. M. Hiland urged the board to push for a deadline in order that she be able to report the progress to the Pritzker Foundation. M. Hiland stated that the website and database should be 'live' by the time the Pritzker Foundation grant ends on April 30, 2005. The board authorized the Communications committee to terminate the contract with A. Brandon if necessary.

Draft Content for Board manual

M. Hiland

M. Hiland distributed the table of contents for the board manual. She asked the board to look over their own contact information for accuracy. M. Hiland stated she will check on what type of board description the board should adopt. M. Hiland asked the board's permission to change her title to Exec Director.

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

VOTED: To change M. Hiland's title from Interim Executive Director to Executive Director.

M. Hiland stated that a conflict of interest policy will need to be developed and she will have this policy ready for the board's review by the April board meeting. g. Lawhon suggested that all board resumes be included in the manual. J. Helm expressed disagreement with that statement. M. Hiland will look into what might go into a general member manual.

Organizational Development:

M. Hiland

The topic of tiered membership was discussed. M. Hiland asked for more input on the tiers that are expected. g. Lawhon pointed out that a membership committee will be needed.

It was discussed that the most logical extension of membership was to include NIDCAP certified professionals: Pre-AP (Advanced Practicum) trainees might be grandfathered into membership; Post AP trainees would be eligible without grandfather clause.

B. Westrup asked what the objectives are to increasing the membership. Two objectives were listed:

1. To continue education and support with those professionals who have already been involved and shown commitment to the NIDCAP process by achieving NIDCAP reliability
2. To build and expanded membership in order to broaden the funding base.

The category of associate members was discussed.

M. Hiland stated that there will need to be a by-law change if the NIF decides to change the membership description. Massachusetts non-profit membership states that all members should have voting privileges. (501C3) G. McAnulty pointed out that NFI can state in the by-laws that the NFI has a multi-tiered membership structure.

The idea of forming a membership committee was reiterated by J. Helm. The decision was made to create a Membership Committee. g. Lawhon pointed out that the committee will not have to be made up of board members.

12:30 Break for Lunch

H. Als calls meeting back to order 13:45

Board Training:

M. Hiland

New Perspectives on Governance:

In keeping with the Board's decision in July 2004, to include a board training component at each board meeting, M. Hiland presented a summary of the work of Dr. Richard Chait, a Harvard professor who has conducted research on nonprofit boards of directors. The information presented (and summarized below) was based on his recent book *Governance as Leadership* which will be coming out next month.

Dr. Chait and colleagues argue that effective Boards of Directors operate in three “mental modes”:

- Fiduciary – In this mode, the Board is functioning in its oversight capacity, ensuring accountability and focusing on preserving and efficiently using organizational assets.
- Strategic – In this mode, the Board is working with senior management to develop a plan for the organization’s future. Examples of questions the Board might explore in this mode include: What is the organization’s vision? What strategies will help it achieve that? What is the competition and/or environmental factors to be considered?
- Generative – In this mode the Board is functioning as a source of leadership for the organization. The Board is engaging in strategic and creative thinking (as compared to planning) and is focused on identifying the key questions that should be asked – particularly related to mission and values – prior to decision-making.

Board Development:

M. Hiland

g. Lawhon and K. Smith reviewed the NFI’s current committee structure and proposed other committees.

Currently defined committees:

- Nursery Recognition Committee (g. Lawhon, K. Smith)
- NIDCAP Trainers Meeting organizational committee (g. Lawhon)
- Master Trainer Process Committee (H. Als, D. Buehler, K. VandenBerg)
- Communications Committee (G. McAnulty, J. Helm, S. Kosta)
- Finance Committee (G. McAnulty and S. Kosta)

Other committees suggested by g. Lawhon and K. Smith:

- Marketing Committee
- Membership Committee—in order to identify ways to enhance membership
- Products and Services Committee—in order to manage the readings, the library, NIDCAP and APIB training
- Quality Assurance Committee—in order to identify and assure the quality and appropriate use of all products and services related to NFI
- Governance Committee—in order to nominate officers, to determine new board membership, to identify and monitor how well the board is functioning. (H. Als brought up the issue of the board perhaps not having a good grasp of the various NIDCAP groups in countries other than the US and how NFI can support those outside of the US in defending the NFI identity, in translating documents, etc.)

M. Hiland suggested that the board decide what goals to accomplish this year and then determine which committees need to be formed.

The board proceeded to choose the committees deemed necessary at this time:

- The Membership Committee (responsibility would be to develop a structure of the tiers) g. Lawhon suggested that a newsletter be created; J. Helm agreed to chair the committee
- Products and Services committee (g. Lawhon agreed to be a member of this committee)
- It is decided that the NIDCAP Trainers Meeting Committee will be subsumed by the Products and Services Committee
- Master Training Committee

- Nursery Recognition Committee (K. Smith has become the chair)

At the next board meeting there will be a report of these committees.

(H. Als and g. Lawhon will speak with Margaret Blair of Contemporary Forums about her conducting a NFI meeting).

By the April board meeting the Nursery Recognition Committee will present a proposal that would include an outline and a timeline for the process. M. Hiland suggested they think about the budget. A country leader for each other country's recognition should be identified. B. Westrup pointed out that the same competition doesn't exist in Sweden as it does here so the recognition is not as necessary.

Master Trainer Question

- M. Hiland suggested performing a cost-analysis of the training (model a, b and c); she suggested bringing it up at the April board meeting
- B. Westrup expressed his opinion that the NFI should supply a stipend; M. Hiland stated that the board could not just hand money to an individual, but a scholarship could be established to support the trainers; M. Hiland stated she would like to find a donor to fund a scholarship.
- If a MT leaves a center the MT would not be able to act as a MT in another location until they are associated with another approved center.

M. Hiland pointed out that time was running short so the board reviewed the rest of the agenda and decided that the Communication Plan agenda item would be abbreviated if necessary.

Organizational Development:

M. Hiland

1. Report regarding Intellectual Property Attorney

g. Lawhon is in communication with an attorney; she is exploring the international copyright laws; between now and April M. Hiland will come up with some questions. g. Lawhon reported that she had received an email from the attorney saying she is willing to give NFI advice and write letters on our behalf. g. Lawhon stated she would forward the email to M. Hiland.

g. Lawhon brought up an unresolved issue regarding Toledo Children's Hospital which is still using the NIDCAP name even though they no longer have a NIDCAP certified individual on staff. H. Als had written a letter to the president of Toledo Children's Hospital. g. Lawhon informed the board that there has been a change in the presidency since that last letter went out. g. Lawhon asked the board to formulate a plan to deal with this problem. H. Als reported having received a response to her first letter saying they are committed to developmental care. G. McAnulty will look for the letter from the hospital. H. Als stated that she can forward the last letter again to the new president saying it appears this hasn't been taken care of. g. Lawhon will remind H. Als to do this.
2. Agreements, Certificates, and Copyrights

M. Hiland reviewed that in July the board discussed creating a template model of the certificate. It was decided that all certificates should have the logo which would tie the centers together.

The signature blocks seem to be varied among centers. They include H. Als as the Director of the National NIDCAP Center, but she should really be identified as the president of the NFI. H. Als asked Mary to create a template that includes the trainee's name, the date, the specific trainer, the training center. She raised the question of whose signature blocks should be included. J. Helm agreed to email his version of his center's certificate to M. Hiland. The board reviewed that the font on the official letterhead and logo is Bradley Hand ITC. G. McNulty agreed to email the logo to the board of directors. M. Hiland will send H. Als the certificate template. Once each center director has modified them they should send them to S. Kosta.

The certificates to be created include:

- Training Center Establishment
- Master Training Center
- NIDCAP Trainer
- Master NIDCAP Trainer
- APIB Trainer

3. Development of Action Plan for the Year

The board decided to hold the next meeting in April 2005. (25th-27th)

M. Hiland will do a cost analysis of the west coast vs. east coast. Mary will look then present the board with the options.

Communication Plan

M. Hiland

M. Hiland explained the goal of the communication plan would be to identify four or five key benefits and then create proof points (how to demonstrate these benefits). M. Hiland asked the board to brainstorm on how the benefits would be conveyed easily to a lay person? The board reviewed the minutes of the Essex meeting for the list of words and came up with evidence based, cost-effective, efficacious, better baby brains, enhancing parenting, enhancing caregiver effectiveness, advancing collaborative care.

This topic was cut short as time was running out.

Unfinished Business and Wrap-up

H. Als

- B. Westrup raised the issue of reimbursement of Agneta's master trainer fees. H. Als stated at this point we can not afford to reimburse the Scandinavian NIDCAP Training Center for the cost of her training. M. Hiland brought up the option of the training center doing fundraising to cover the costs of training.
- Elections of board members—clarification was asked for in terms of who is eligible for election. Clarification is made that in order to be elected to the board the member must be present for the first meeting of the year. The board agreed that this rule stands.
- The board decided to give the membership at large the report of the chair
- The board discussed how to best manage M. Hiland's time for the Tuesday meeting for which she will only be available by telephone. M. Hiland said she will be available during the meeting time so if necessary call her. M. Hiland suggested that K. Vandenberg debrief her on the meeting.

- H. Als expressed that all the documents should be sent to all the board members and not just to her for review.

Meeting Adjourned at 5:10PM