



**Minutes of the First Board Meeting of FY 2010 – 2011  
Maastricht, The Netherlands  
Crowne Plaza Maastricht  
Ceramique I Conference Room**

**Tuesday, 28 September 2010**

Present: H. Als, D. Buehler, J. Helm, S. Kosta, g. Lawhon, G. McAnulty, R. Sheldon, K. Smith, K. VandenBerg, J. Sizun

**Dr. Als opened the meeting at 2:00 p.m. (CET). She welcomed the newly elected Board officers and reviewed the list of unfinished business from Friday.**

**Unfinished Business from the Board Meeting on Friday, September 24**

*1. Oversight Committee*

The Board began discussion about structuring the Oversight Committee: Who will be members of the Committee; what are its duties; and will the Committee remain active after the conclusion of the immediate financial fact finding mission. Dr. Als stated that the core members are Dr. McAnulty, Ms. Kosta and she. She asked the Board for other volunteers to join the Committee. Drs. Helm and Lawhon agreed to join the Committee.

Dr. Als stated that as of this time the Boston members have communicated the immediate priorities for information to Mr. Wahl. However, the Committee Chairs generate the lists of requested materials, and Drs. Helm and Lawhon will review and approve the lists of materials to be requested prior to communication with Mr. Wahl.

The Board determined that the Oversight Committee's highest priorities should be as follows:

1. Completion and mailing of the two Foundations progress reports, A.L. Mailman Family and Pritzker Early Childhood Foundations;
2. Gathering of all documentation necessary to be sent out regarding the FY10-11 Membership dues invoices; and
3. Acquisition of all documentation necessary to perform a thorough accounting of FY09-10.

Once these priorities are accomplished the Committee will determine whether it will be necessary for Drs. Helm and Lawhon to travel to Boston and assist with the accounting process. Once a full accounting is complete, a restitution plan will be put in place and legal advice will be sought.

The Board discussed specific plans on how to complete the grant progress reports. Dr. Als stated that both Foundations have been notified of the NFI's financial situation. She added that the A.L. Mailman Family Foundation requested details on what the NFI's plan is for rectifying the current situation. The Pritzker Foundation appreciated the notification and Ms. Iris Krieg has arranged to meet with Drs. Als and McAnulty in Boston on October 6, 2010. She also offered to postpone the progress report's deadline. Dr. Helm raised the question about whether a full accounting is necessary prior to the submission of these

reports. Dr. Als stated that it is very important to determine whether or not we have fulfilled the Foundation grants' goals promised and are in a position to show that the funds donated have been used appropriately. She indicated that Mr. Hedlund has already supplied the NNCP's overall budget and he will send a detailed budget this evening. She indicated that this is the most urgent reconciliation required as it ties into Mailman funding and the grant report. Dr. McAnulty has received the Mailman grant documents from Mr. Wahl and has forwarded them to Dr. VandenBerg. Dr. Als stated that the Mailman Foundation expects a financial report and a program report; therefore the report must show the fund's balance; that the organization has grown, and that the NNCP is moving forward. Dr. VandenBerg stated that the progress report is due around January. Dr. Als asked that Drs. Helm and Lawhon indicate when they feel a call is necessary in order to update them on the progress. Dr. VandenBerg stated that she would begin to draft the program report. Dr. Als indicated her availability for reviewing the report. October 15<sup>th</sup> 2010 was set as the deadline for completion. Dr. VandenBerg will write the program report. Dr. McAnulty will ask Mr. Wahl to draft the budget report, and she will review and complete it. Dr. Helm asked that he and Dr. Lawhon be cc'd on all emails to Mr. Wahl.

## *2. Termination of Mr. Wahl and Accounting Issues*

Dr. Als stated that the Committee plans to obtain as much financial information and documentation from Mr. Wahl as feasible in order to move to the next steps. When the Committee has determined that Mr. Wahl likely he has transferred everything he has in his possession, Dr. McAnulty with the assistance of Ms. Kosta will begin the detailed reconciliation process of a full accounting of the NFI's funds. The deadline for the information recovery process is December 15<sup>th</sup> 2010, at which point Mr. Wahl's NFI position will be terminated.

Dr. Helm suggested that each Board member compile a list of requests for Mr. Wahl. The lists should be sent to Dr. Helm. Dr. Lawhon stated that she asked Mr. Hedlund to review all emails and documentations regarding *Developmental Observer* (DO) printing costs, and any agreements established with vendors. Dr. VandenBerg indicated she has completed her list. Dr. Als asked how the ordering and payment of Training Binders would be resolved. Dr. Lawhon agreed to determine from every Center who ordered binders and to obtain the Centers' documentation as to invoice received and payment made.

Dr. Als asked that all emails related to the acquisition of information and documentation should be sent to her and Dr. McAnulty with a 'cc' to Dr. Helm, Ms. Kosta and Dr. Lawhon.

Dr. Als asked if the Board was in agreement with this termination process. She stated that Dr. McAnulty should indicate when she has received all the necessary documentation to begin a thorough financial investigation. Dr. Als also recommended that Dr. McAnulty have a second person in the room when meeting with Mr. Wahl. Dr. Helm concurred and pointed out that oversight is of the Treasurer as well as of the process. Dr. VandenBerg stated that all interactions with Mr. Wahl must be documented.

Dr. Helm asked Dr. McAnulty whether Mr. Wahl still feels that he can work out his alleged financial mishandling of funds. Dr. McAnulty stated that she feels he can work off some of what he owes. Dr. Buehler raised concerns that Mr. Wahl may take advantage of the offer to work off some of the debt by extending the time and delaying the surrender of all financial documentation and other NFI materials in his possession. Dr. Sheldon reminded the Board that there is a deadline of December 15<sup>th</sup> 2011 and whatever is not documented by then will be considered part of the debt.

### *3. Priority Spending for Funds Available*

Dr. Als stressed the importance of the Board agreement on current priorities. She reiterated that the top priority is to obtain all financial documentation from Mr. Wahl as well as to obtain all NFI materials in his possession. She asked the Board then to consider what the priorities for spending should be, given the funds available.

Dr. McAnulty stated that there had been two bills that needed to be paid immediately, that of the Directors and Officers insurance (\$2100), and an existing credit card bill (\$5700). She paid both of these. She stated that she established this week that the following additional invoices are outstanding:

1. Two WakeMed NNCP Site Visitor honoraria (\$6000)
2. Dr. Sizon's travel reimbursement for two mid-year Board meetings April 2009 (\$2260.85) and April 2010 (\$1151.13). (Dr. Sizon presented the invoices to Dr. McAnulty and indicated that he agreed to accept the exchange rates used at time of payment.)
3. Two months of the NNCP Director's fee (\$6666.66)
4. One third of the NFI Administrative fee (\$12,379)
5. Maastricht Board Meeting expenses (estimated to be \$15,000)

The total outstanding invoices amount to \$43,457.64. Dr. McAnulty indicated that figuring in the \$5,000 that currently exists plus the early Buehler Family donation of \$50,000 promised, the account balance would be \$11,542.36.

The Board discussed other monies that may be available in the upcoming months. Dr. Helm offered to explore the outstanding Training Center dues from two Centers (Chicago and Brussels). This would raise the funds by \$3400. If the Mailman Foundation continues its funding there would be another potential \$26,500 and if the Pritzker Foundation continues its current grant there is another \$15,000. Dr. McAnulty added that the FY10-11 membership dues would bring in an additional \$40,600 (16 centers-\$27,600) & approximately \$13,000 in individual dues.

Dr. Lawhon stated that a contractual agreement is considered already owed; therefore, Mr. Hedlund's two months (October and November) will be paid. She asked how the NFI will handle his salary moving forward and also asked if the DO should be put on hold.

Dr. Als stated that there are three topics of immediate consideration: 1) Mr. Hedlund's contract (renewal and terms); 2) the DO and its production; and 3) the mid-year Board meeting. She suggested that the plan a very inexpensive meeting or a virtual meeting.

Dr. Als stated that Mr. Hedlund indicated his willingness to remain in his position as NNCP Director on a monthly basis for the time being. He will be paid for October and November under the current contract and then beginning December 1<sup>st</sup>, 2010 he will be paid on a monthly basis. Dr. Als will discuss these proposals formally with Mr. Hedlund within the next few days.

Dr. McAnulty stated that the NFI Administrative fee is outstanding and another will be due in January 2011. No conclusion was reached.

The discussion turned to the DO. Dr. Helm asked Dr. Lawhon if she had the figures on the breakdown of costs to produce the DO, i.e. production and printing costs, mailing costs and how many copies have been printed per issue. The amount of \$19,300 was budgeted for publications last year. Dr. Lawhon stated that she was never included in discussion of any financial detail. She was aware that an effort was made to reduce costs. She stated that it seems that production of the DO should be put on hold indefinitely. Dr.

Buehler suggested that the DO should be made accessible electronically. Dr. Lawhon agreed to explore the costs of producing an electronic version only.

Dr. VandenBerg stated that she wanted to re-establish relationships with Foundations, Mailman and Pritzker, and set up meetings with dates, etc. Dr. Helm stressed the importance for the Fundraising Committee to get back on track with the funders. Dr. Als reported that she would speak with the Mailman Foundation on Friday, October 1<sup>st</sup>. Dr. VandenBerg indicated she would be available on October 1<sup>st</sup>.

The discussion returned to Mr. Hedlund's salary. Dr. Als reiterated that she would speak with Mr. Hedlund within the next few days. It was suggested that his time commitment be reduced to 25% for the months of December, January and February. Dr. Als stated that the Board should be mindful that the Brest Site review is the NNCP's first real site visits since rollout of the NNCP and that Mr. Hedlund's time will be very valuable. She cautioned against cutting his time. The Board agreed. The Board decided it was necessary to secure one quarter of a year and to assure Mr. Hedlund's salary through February 2011. Dr. Buehler asked if the agreement should be a contract. Dr. Als indicated that it had to be an understanding. Dr. VandenBerg pointed out that Dr. Sizun's Application Part II fee of \$9000 would be due on October 1<sup>st</sup> 2010.

With regard to the Administrative Assistant Fee, Dr. Als proposed looking at the budget more closely to see how the fee might be covered through January 2011.

Dr. McAnulty indicated that the hiring of a bookkeeper was out of the question. A Board member suggested exploring what is covered under the Directors and Officers Insurance to see if perhaps the Board is covered for some of the damages it will incur as a result of the circumstances.

#### *4. The Mid-Year Board Meeting*

The Board discussed the feasibility of the mid-year Board meeting. The dates had been set as April 5 & 6, 2011 (with travel on the 4<sup>th</sup> and 7<sup>th</sup>). Dr. McAnulty suggested that the Board consider a "GoToMeeting" type of meeting where everything would be done via the internet. Dr. Helm stated that a virtual meeting could be explored. Dr. Als stated that an alternative would be to explore an inexpensive meeting room. Meeting participation from different time zones would have to be kept in mind.

#### *5. Gates Foundation Application*

Dr. VandenBerg stated that she will work on the Gates Foundation application and will seek assistance from Dr. Als. She indicated that some individuals will be sending their infant mortality data to her in support of an application and she will look at how to shape the proposal. Ms. Smith mentioned that she has spoken with a neonatologist from Chile who has indicated interest in training nurses at 14 nurseries.

#### *6. Executive Director Search Committee*

The Board discussed the possibilities for hiring an executive director (ED). They also considered possible fundraisers. Dr. Buehler indicated that she would communicate with Mr. Les Fallik regarding his consultative availability. Dr. VandenBerg offered to contact Ms. Michelle Wachs to explore whether she might be available to aid the Board on an hourly basis. Dr. Helm stated that as he remembered Ms. Wachs required a fee up front. Dr. VandenBerg replied that she had wanted \$75,000. Ms. Smith asked if not having an ED will hinder the process of obtaining more grant funding. Dr. VandenBerg shared that funders tend to view those organizations with an ED as being at a higher level.

Dr. Helm stated that he has been considering what type of skills and individuals the Board requires in an ED. He suggested that the Board seek someone who is very organized with paperwork and timelines and

to name such a position interim ED. Dr. Als asked what timeline was being considered and who would help the Board find prospective foundations. Dr. Vandenberg pointed out that an ED's time commitment is extensive. Dr. Buehler stated that as we move forward we also must think about who makes the contacts with foundations. We may require more than one person to execute the fundraising process – one behind the scenes to set the priorities and organize the meetings, and one to make the approach.

Dr. Vandenberg stated that Fundraising Committee Members should be those individuals who know the NFI/NIDCAP content, which is necessary to execute “the ask”. She stated that the NFI requires an individual with expertise in public relations and/or fundraising. Dr. Buehler stated that the NFI would benefit from the skills of an individual to organize the funder connections. Dr. Helm stated that the NFI has an urgent need. If a fundraiser is hired such person would most likely tap into the corporate world. Dr. Vandenberg stated she would check with Ms. Mary Hiland as well as with Ms. Wachs. Dr. Als stated that the donor appeal was not go out this past year. She proposed that the appeal letter be sent out with the dues notice. She suggested there be an additional line on the invoice for donations.

Dr. Helm stated that in the interest of time and keeping it an iterative process perhaps an ED search Committee might be put together to develop a proposal for the next steps in searching for an ED. Dr. Helm stated that the next Board Conference Calls should be official ones.

The upcoming monthly calls as previously scheduled are as follows: October 19, November 16 & December 21. Due to several scheduling conflicts the next three monthly calls were rescheduled as follows: October 13, 1:00-2:00 pm EST; November 9, 3:00-4:00 pm EST; December 1, 2:00-3:00 pm EST.

Dr. Helm rose once more the still unresolved question, namely whether the NFI required someone with the ED title?

Dr. Buehler asked if Dr. Sheldon would join the ED Search Committee. Dr. Sheldon agreed to join the Committee.

Dr. Helm reviewed that the Board may chose to hire someone to organize and do the foundation searches.

Dr. Helm stated that he spoke to someone about setting up an invoicing program to improve the dues invoicing system.

#### *7. Elk costs*

It was decided that the cost to ship the Elk from meeting host to meeting host should be part of the \$5,000 stipend awarded to the host site. The host site will be informed that shipping costs of the Elk were part of their meeting's budget.

#### *8. Renaming the Trainers Meeting to the NFI Meeting and Decision to Open the Meeting to Members Only*

Dr. Sizun asked if the plan would be to limit the annual NIDCAP Trainers Meeting to NFI Members only. If it is a Trainers Meeting, it is apparent that it is focused on those who are NFI members. He stated that this year, Center Directors were asked not to invite too many participants. Dr. Lawhon stated that this year's meeting was not limited. Dr. Helm stated that the perception was that it was limited. Dr. Als stated that if the Board wanted the meeting to be a Trainers Meeting then attendance could be limited to those people who are trainers or involved in training. Others might be invited to attend if they are NFI members.

Dr. Lawhon asked if the meeting should be limited to NFI Members. Dr. Sizun asked how many non-members were in attendance. Dr. Helm stated that approximately two thirds of those who attended the annual NFI Membership Meeting were members.

Dr. Lawhon made a motion that only NFI Members be invited to the Annual NIDCAP Trainers Meeting.

Dr. Sizun indicated that his invitees to this meeting were very impressed by the meeting and inviting them to the meeting without any pressure was beneficial. He stated that if the meeting were only open to members then there would have to be another way for these other kinds of individuals to attend. Dr. Lawhon suggested a higher registration fee for non-members. Dr. Helm suggested a temporary membership, one with no voting privileges. Dr. Sizun suggested that there be a set number of seats available for non-members and individuals may take advantage of this to attend one meeting.

Dr. McAnulty asked why it should be a members-only meeting. Dr. Lawhon replied that increasingly space is becoming an issue. If the resources are getting stressed she would like to protect the investment for those who are really involved in the work. Dr. Buehler stated that the group may be outgrowing certain aspects of the meeting.

Dr. Sizun offered an amendment to the motion: Only members may be invited to the meeting except for a certain number of specially considered people. The Board must be approached if others want to be invited.

Dr. Sheldon expressed concern over the appearance of exclusivity. Why close the doors just because they have not paid dues. He is also not in favor of the Board having to approve every person's attendance. He stated he is against the original motion. He suggested defeating the motion.

Dr. Helm stated that from a practical point of view, the meeting is typically in September or October and the fees are invoiced in October or November, therefore mandatory membership in September is inappropriate.

Dr. Als stated that the importance of membership should be emphasized. By current rules individuals may attend when sponsored by a Center Director. The meeting organizers should emphasize to Center Directors that they might invite only those with high likelihood to succeed in becoming members. Dr. Sizun's proposed addendum of the Board review was not further discussed.

Upon motion duly made, seconded and carried it was unanimously  
**OPPOSED:** To limit the Annual Trainers Meeting attendance to NFI members and a certain number of specially considered individuals.

Dr. Lawhon withdrew her original motion and the Board Member who seconded the motion also withdrew. Dr. Als stated that the status quo stands.

#### *9. Designating a Person to Take on the Role of Treasurer in the Event of Treasurer's Incapacitation*

Dr. Als stated that she wished to put in place a second individual for each Officer - a person to be in the position to assume the role of that Officer in the event of incapacitation. There is a Vice President to take on the President's role and there is an Assistant Secretary to take on the Secretary's role, however, there is no one designated to take on the role of Treasurer. Dr. Sheldon stated that the person does not have to be an Officer but someone who is authorized to take on the duties and responsibilities. Dr. Als asked Ms.

Kosta if she would take on the Assistant Treasurer role and Ms. Kosta agreed. The Board authorized Ms. Kosta to take on the duties and responsibilities of the Treasurer in the event the Treasurer is incapacitated.

### **“To Do” List from Rockport**

*Each Board member reported on the status of their respective “To Do” items from the mid-year Board meeting in April 2010. Ms. Kosta will formulate a new list that reflects the work identified from this meeting as well as those tasks that remain from the Rockport April 2010 list.*

### **Review of the 2010 Annual NIDCAP Trainers Meeting**

Dr. Als stated that it seemed important to have a separate Reflective Session for Master Trainers and Trainers and Trainers-in Trainers.

Dr. Lawhon listed the topics that came up as important for Trainers:

- Pre-training work and selection of trainees
- Financial sustainability of NIDCAP training centers (Ms. W. Brady and Dr. B. Peters offered to address this issue)
- NNCP process—how to use the Criterion Scales to enrich the trainers
- Looking at NIDCAP work in terms of quality improvement

Dr. Lawhon reported that there are three or four sites beginning to think about hosting the 2012 meeting. She will send out an email to Training Centers and would include their Training Centers in Development.

Palliative Care for Newborns was a theme suggested for 2012 meeting. Dr. Lawhon stressed the importance of the host site having a strong connection to the theme.

*6:34 pm Dr. Sizun excused himself from the meeting.*

Dr. Lawhon stated that it would be helpful if Dr. Als were to advise the Board on handling questions regarding the financial situation. Dr. Als stressed the importance of refraining from allegations. She advised that members state that the Board has embarked on a detailed fact finding mission; the Treasurer had established an Oversight Committee to oversee all interactions with the ED; and the Board was continuing to raise funds and move forward. She added that the NIDCAP Google listserv would be monitored for inappropriate activity.

**There being no further business upon motion, duly made, seconded and carried, Dr. Als adjourned the meeting at 6:51 p.m (CET). On Tuesday, September 28, 2010.**



---

**Deborah Buehler, PhD**  
**Secretary**  
**NIDCAP Federation International**



---

**Sandra M. Kosta, BA**  
**Assistant Secretary**  
**NIDCAP Federation International**