



**Minutes of the Final Year Board Meeting of FY 2010 - 2011
Texas Room, The Radisson Hotel
Covington, KY, USA**

Friday, 23 September 2011

Directors of the Board: H. Als, D. Buehler, J. Helm, S. Kosta (absent), g. Lawhon, S. Mader, G. McAnulty, R. Sheldon, J. Sizun, K. Smith, K. VandenBerg, V. Youcha (absent).

Dr. Als opened the meeting at 8:03 a.m. EDT and reviewed the meeting agenda.

Further, Dr. Als took roll and offered explanations of Ms. Kosta (her father's illness) and Dr. Youcha's absences (personal travels).

Adoption of Minutes, 6 April 2011, Board Phone Conference, 19 July 2011

Dr. Buehler asked if there were any further questions or editorial suggestions for the Minutes of the April 6th Waltham Mid-Year Board Meeting or the July 19th, Board Phone Conference. There were no further comments.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To adopt the minutes from the Waltham Mid-Year Board Meeting, 6 April 2011, and the Board Phone Conference, 19 July 2011.

Election of Officers

Dr. Helm led a discussion regarding the annual election of Board officers. Conflict was described because Ms. Kosta's board seat was up for re-election, and she holds the officer positions of Assistant Secretary and Assistant Treasurer. Dr. McAnulty described these roles as "intertwined". Dr. Helm stated that this is not a By-Laws conflict. He reminded the Board that officers might serve the Board without being board members. Further, that the Board, and membership, may change the By-Laws by a majority vote. Dr. Helm expects a By-Law revision to be available by the Spring 2012.

It was determined that the officer elections would be held on Tuesday, 27 September 2011, in the course of the first meeting of the Board for the fiscal year 2011 - 2012.

Dr. Helm proposed that during this time of transition, the Board change the terms of appointed directors from one to two years. Dr. Als expressed reservations about addressing appointed directors' terms

without simultaneously addressing officer term changes. She stated the importance of carefully considering Board process and structure practices.

Dr. Helm offered, with NEA committee member Dr. Sheldon, the following recommendation: (1) no changes be made for the terms and elections of officers; and (2) appointed directors transition into co-equal Board partners over a four to five year span.

Lengthy discussion ensued. A continuing dialogue concerned Officer election changes to precede Board of director position elections. Dr. Sheldon suggested that individuals not elected by the Membership could decide at that time if they wished to continue to serve as officers. He then proposed that the Officer election could be moved to after the Membership Meeting. Dr. Sizun asked about the risks of the changes proposed and the possibilities of three-year Board positions and term limits of six years. Dr. Als described the turnover of the organization that will occur with appointed members moving into seats voted on by the membership. She cautioned that at this time the NFI was in a fragile state financially, and with designation of “-elect” positions, the leadership for Board responsibilities might be shifted with more control for hand-over of responsibilities. Dr. Sheldon described impressions from the Membership of seeking a role for input into the NFI. Dr. Sizun cautioned of a danger that the organization would stay too small, if change were to be too gradual. He suggested that to keep the NFI dynamic and attractive to others, new Board members should be brought in to participate more quickly. He wondered who might be the next leaders in NIDCAP in France in ten years and beyond and who would be the international Board members. Dr. Als responded that it is important to cultivate these individuals. Dr. Buehler suggested that it was important to preserve Board continuity. Dr. Sizun proposed that changes needed to be made within a short period and that NFI chapters may need to be organized differently than the NFI, similar to scientific societies. Dr. Als asserted that there are fundamental differences between scientific organizations and the NFI, including: common backgrounds versus a variety of educations and goals; training/education coming from outside institutions of higher learning versus the mentors/trainers and supporters coming from within the NIDCAP organization. Further, Dr. Als stated that the perceived stagnation may not be an accurate read on the membership’s feelings, since the Board committees regularly ask the general membership base for committee support and members seem to be “stretched thin” and are not easily forthcoming. Dr. Sizun stated that the NFI would profit from individuals represented from around the world. Dr. Sheldon stated that maintaining a balance based on locations would be difficult to create by way of appointed board seats.

Dr. Helm restated the proposal of changes to take effect over a four to five year period of time, with no changes to be made around officer terms of one year.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To hold officer elections on Tuesday, September 27, 2011, the first meeting of the FY 2011-2012.

President’s Annual Report to the Board

Dr. Als reviewed the President’s Report as submitted.

The Governance Report document was discussed. Dr. McAnulty was asked to describe the difference between NFI funding received by Mr. Hedlund and Ms. Kosta. She clarified this difference by describing Mr. Hedlund as having been interviewed and hired by the NFI and as having a contractual agreement as a consultant. Ms. Kosta’s situation is quite different. The Board voted to provide

administrative support to the main offices of the NFI At the time of that vote and continuing at this time, the administrative headquarters is the National Training Center in Boston. Funding was given by a grant from the NFI to the National Training Center for NFI activities. Ms. Kosta does not receive salary from the NFI. Her salary is paid through her Children's Hospital Boston position.

During further review of the Governance Policy Dr. Als described the additional checks and balances that have been put in place. Dr. Helm confirmed that his hospital supports the way he has proposed to handle membership fees and their deposits into the NFI bank account. Dr. Als stated that at this time an instrument for the Board evaluation process does not yet exist. Dr. Sheldon asked why the minimum number of Board Members is written as seven in the policy since we have actually had a minimum of nine members (Page 1 #2 Board Composition). Dr. Als replied that there always might be more than seven members yet at minimum there should be seven. Dr. VandenBerg noted that any professional or volunteer fundraisers needed to register in Massachusetts where the NFI is registered.

Upon motion duly made, seconded and carried it was unanimously VOTED: To adopt the Board Governance Policy as presented.

Upon motion duly made, seconded and carried it was unanimously VOTED: To accept the President's Annual Report to the Board as presented.

Finance Oversight Committee Report

Dr. Helm reported that at this time no formal report is being submitted. The Finance Oversight Committee had been observing during this time.

Treasurer's Report FY 2010-2011 and Proposed Budget FY2011-2012

Dr. McAnulty, Treasurer, thanked Ms. Kosta for her tremendous assistance in moving from paper to electronic maintenance of NFI finances, meeting with accountants, and other related supports. She then distributed and reviewed the Financial Report FY10-11 and the Proposed Budget FY2011-2012.

Dr. McAnulty explained the current situation regarding the former NFI Executive Director, Mr. Wahl, including the signed restitution plan residing with the NFI attorneys, his compliance in regards to restitution payments made on the specified schedule; and his understanding that interest and additional charges will be levied at the end of the restitution period. Dr. McAnulty stated that the Finance Oversight Committee is notified of each payment made by Dr. Wahl.

Beginning with the current year's budget, Dr. McAnulty reported that the carry-forward from the previous year was \$2,964.59, the expected revenue was \$310,048.74 and the actual revenue was \$280,354.57. The details are listed below.

The Approved versus Actual *Income* were reported as follows: *Total Direct Public Support*— Approved: \$110,685/ Actual: \$120,770; *Total Grants*— Approved: \$56,500/ Actual: \$56,500; *Total Other Income*— Approved: \$24,414/ Actual: \$21,914; *Program Income*— Approved: \$113,485/ Actual: \$76,910; *Total Income*— Approved: \$310,049/ Actual: \$280,355.

The Approved vs. Actual *Expenses* were reported as follows: *Contract Services* — Approved: \$57,107/ Actual: \$61,846; *Fundraising* — Approved: \$59,485/ Actual: \$28,603; *Operations* — Approved:

\$85,884/ Actual: \$78,415; *Total Expenses* — Approved: \$307,718/ Actual: \$247,888; and *Cash balance* — Expected: \$2,330; Actual: \$32,467.

Dr. McNulty reported that the Proposed Budget FY2011-2012 has anticipated revenues of: \$82,045 in program income, \$56,000 in donations; \$0 in grants; and \$55,000 in other income (Wahl restitution and conference payment); Total Income of \$227,512. Anticipated expenses include: \$33,724 for contractual services; \$35,882 for fundraising; \$53,253 for operations; \$2,408 for program expenses; and \$199,869 for total expenses. The Total Net Income is expected to be \$27,643.

Discussion included: Notice that the Cincinnati hosts absorbed Board meeting costs (including meeting room and lunch, approximately \$1500 cost); the NFI conference call phone system is paid by a flat monthly rate and additional charges are not incurred by any additional NFI use; the NFI's financial details recorded on QuickBooks are available for review (Ms. Kosta designed the accounting breakout and structure).

Dr. McNulty asked for input from the Board and specifically the Fundraising Committee regarding the Proposed Budget for the next fiscal year. Dr. VandenBerg inquired whether the NNCP would become a source of revenue for the NFI. Ms. Smith replied that this would depend on the economy and the number of applicants. Five sites are needed per year (\$9,000/application fee to NFI) to break even to pay the NNCP Director fee of \$40,000.

Dr. Als motioned for the reports of the Oversight and Finance Committee to be adopted with two stated amendments (Budget vs. Actual Expenses, category renamed to NFI Administrative Support, and Proposed Budget, Publications, DO Editor Reimbursables, to be described as paid to the DO Editor).

Upon motion duly made, seconded and carried it was unanimously

VOTED: To adopt the Finance Oversight Committee Report, Treasurer's Report FY 2010-2011 and Proposed Budget FY2011 -2012 as amended.

Fundraising Committee Report

Dr. VandenBerg reported on the activities of the Fundraising Committee, including current status with Ronald McDonald House Charities, W. K. Kellogg Foundation, Doris Duke Foundation and Gerber Foundations. She also described the NFI's contract with Contemporary Forums.

Additional activities include the offer for a free exhibit table for the NNCP and NFI at Contemporary Forums (this overlaps with the Outreach and Design and Aesthetics Committees). Dr. VandenBerg explored participating in a Grantmaker's Conference. She determined that members of non-profit organizations might attend for \$1,000 for a day. She proposed that perhaps next year, the NFI might send a representative to this conference.

The notion of NFI corporate sponsors, specified as not necessarily equipment companies, was addressed. Dr. Als stated that the NFI continues to be in need of a corporate sponsor policy. Dr. VandenBerg thought that additionally, a corporate sponsor/philanthropic contract would be useful. Dr. Als suggested that as had been discussed in the past, a draft formulated by the Fundraising Committee should be brought to the Board for discussion, in order to move this topic forward.

Ms. Mader described a number of opportunities for the NFI in the coming years, including: participating in International Prematurity Awareness Day (November) to obtain donations from the public; having an NFI Facebook page for Prematurity Awareness Day; and the further development of the Parent Committee.

Dr. Helm stated the importance of the NFI's creation of a Facebook Page. Ms. Mader agreed that this would support public awareness and based on her experience with the EFCNI, two to three hours per week are required to monitor and update the site.

Dr. Sizun reported that at this time there is no fundraising occurring in Europe. He will be speaking on Quality in Hospitals and Health Care, which may support these efforts.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To accept the Fundraising Committee Report as amended.

Nursery Certification Program Committee Report

Ms. Smith reviewed the NIDCAP Nursery Certification Program report, including the certification of the Centre Hospitalier Universitaire de Brest, France, and the ongoing efforts of the Jeannette and Ron Doggett Neonatal Intensive Care Nursery at the WakeMed- Raleigh Campus, North Carolina. She reviewed future applicants subsequently.

Other progress over the year included: The development of the "Provision of Evidence" document; the posting of the set of NNCP materials on the NFI website; two presentations (Trainers Meeting and Contemporary Forums); and contact with the American Nurses Credentialing Center Magnet Recognition Program.

Next steps for the NNCP are the development of a Procedure Manual outlining how to train site reviewers, a training course for applicants, an informational video (perhaps to be posted on Facebook and/or You Tube); and the further translations and related proofing of NNCP materials into other languages.

Discussion included ideas to increase visibility of the NNCP program, links to organizations (e.g., Magnet) and integration into professional education (e.g., nursing).

Upon motion duly made, seconded and carried it was unanimously

VOTED: To accept the Nursery Certification Program Committee Report as presented.

Membership Committee Report

Dr. Helm reported that, since September 2010, he has assumed responsibility for NFI Membership which includes managing the billing and mailing, correcting the membership list, collecting dues, revising forms, and fielding questions and concerns. He has acquired a Membership Office address.

Dr. Helm proposed developing an introductory family membership for \$5 USD and collaborating with Family and Communication Committees to develop resources and benefits for this group. Two issues were discussed: (1) Difficulties for many families to pay membership costs (i.e., more than 50% of family members come from financially disadvantaged backgrounds, PayPal difficult to use, costs of

money transfer to U.S. reduces amount received too much [\$20 charge for the current \$50 fee]). One proposal was to have voting family members (paying full dues of \$50) and non-voting family members (at the \$5 introductory level) and (2) Continued lack of family resources (charging dues for family memberships will make more sense when resources available).

Dr. Helm stated that another goal is to enlarge the membership committee, with a minimum of two new committee members from Europe and two from the United States.

Upon motion duly made, seconded and carried it was unanimously VOTED: To accept the Membership Committee Report as presented.

Design and Aesthetics Committee Report

Dr. Buehler reviewed the accomplishments of the Design and Aesthetics Committee. She distributed the NFI promotional postcard and newly revised NFI brochure. Both materials were designed to present NIDCAP in an easily accessible and visually appealing manner and to direct interested individuals to the NIDCAP website.

The NFI postcard, designed to have the option of being mailed, will require closure stickers on three sides to meet mailing standards.

Dr. Sizun suggested that the quality of the brochure might be viewed more as an advertisement than a scientific document for physicians.

Upon motion duly made, seconded and carried it was unanimously VOTED: To accept the Design and Aesthetics Committee Report as presented.

Program Committee Report

Dr. Lawhon described the upcoming Trainers Meeting Program and its recent revisions. Next year's 2012 Trainers Meeting will be hosted by the UK NIDCAP Training Centre at St. Mary's, with Ms. Warren and her colleagues. The theme of the meeting will be scientific and/or theoretical. Possible topics discussed included; Third World Countries and Needs/Opportunities for NIDCAP; Mental Health Issues Including Family Members and Healthcare Providers and End of Life and Palliative care issues.

Upon motion duly made, seconded and carried it was unanimously VOTED: To accept the Program Committee Report as presented.

Family Committee

Ms. Mader described the advantages and development of a NIDCAP website "Sitemap Information". Discussions of how neutral sitemaps should be (e.g., incidence of prematurity) so that the information is either useful globally or region specific. To write all of the content for the NIDCAP website, Ms. Mader speculates that two full time individuals writing for two months would be required and with volunteers this may take years to complete. A realistic alternative to speed up posting of information may be use text that is already prepared. Dr. Als reminded the Family Committee that the Board has charged the

Family Committee to propose the materials to be posted on the website, without having to wait for further review from the Board.

Dr. McAnulty reported on the progress of Google AdWords. The NFI received an AdWord Grant, vetted through the National NIDCAP Training Center. There has been a delay in being able to advertise NIDCAP through this service until the information account is in place. The Communication Committee is following up with this project.

Ms. Mader suggested that the NFI might be listed as a partner on the EFCNI website for the World Prematurity Day, with cross-links to the NIDCAP website for more information. The Board agree with this proposal and suggested that Ms. Mader and the Communications Committee go ahead to get this accomplished.

Upon motion duly made, seconded and carried it was unanimously VOTED: To accept the EFCNI partnership with NFI.

Upon motion duly made, seconded and carried it was unanimously VOTED: To accept the Family Committee Report as presented.

Quality Assurance Committee Report

Dr. Als recommended that Dr. Conneman be approved as Senior NIDCAP Trainer.

Upon motion duly made, seconded and carried it was unanimously VOTED: For Dr. Nikk Conneman to be approved as Senior NIDCAP Trainer.

Sub-Committee on the Production and Web Posting of Training Materials in Different Languages

Dr. Als reported that the video “NIDCAP: Three Decades of Training and Supporting” has been translated into twelve languages, representing most of languages in which NIDCAP training currently occurs.

Specific Resources Subcommittee

Dr. Lawhon reported that the new APIB Required Reading List will differ from the one within the Training Binder and on the NIDCAP website, and will be made available shortly.

Dr. Lawhon stated that all of the Contractual Agreements have been collected and asked what should be done with them. Dr. Als suggested that the agreements be used to develop a template agreement and cohesive statement that might be adopted by the different training centers.

Intellectual Properties Subcommittee

Dr. McAnulty reported on the status of the registration of the NFI trademark, logo, wordmark (NIDCAP) and certification mark as of October 2011, all being up to date. Renewal notification will be sent by the NFI attorney’s office in the year prior to the expiration. Registration in Switzerland as a ‘subsequent designation’ under the NFI’s existing Madrid International Registration is pending. The application was received and notified by the World Intellectual Property Organization (WIPO) on 6

January, 2011. The question of the status of trademark protection in China has been verified by NFI attorneys, 3/22/2011.

Subcommittee on Certificates

Dr. McAnulty reported for Ms. Kosta that, with the exception of the recently opened NIDCAP Training in Alesund, Norway, all centers now have approved certificates.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To accept the Quality Assurance Committee Report as presented.

Outreach Committee

Dr. Sheldon reported that over the year there were no negative public relations issues requiring responses. Therefore, no formal written report has been prepared.

Dr. Sheldon has led the development of a physician position paper entitled “The NIDCAP Approach to NICU Care: What is the Evidence Today (working title). He distributed the draft electronically to subcommittee members: Drs. H. Als, g. Lawhon, and B. Westrup. Dr. Sheldon described the paper including individual paper reviews evaluating sample size and the specific analysis on each classification. Dr. Sheldon asked the Board if the *Journal of Perinatology* was the appropriate journal to target for submission of this paper. Dr. Als reviewed the initial motivation of this position paper as formalizing the approach of NIDCAP in the field of neonatology. She suggested that perhaps another physician’s review and input would be valuable. Dr. Sizun offered his support. Dr. Sheldon will send the draft of the paper to the entire Board.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To accept the Outreach Committee Report as presented.

Nominations, Elections and Appointments (NEA) Committee

Dr. Helm reviewed of list of activities performed including preparing and executing the annual elections of the Board, preparing for the annual selection of the Board Officers, and preparing a recommendation for the re-classification of Appointed Directors to co-equal Directors.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To accept the Nominations, Elections and Appointments Committee Report as presented.

Discussion ensued regarding the change of status of Appointed Members (note, also referred to as Founding Members). Current procedure holds that the Board reelects as desired the five Appointed Members for five-year terms. The recommendation was to revise this policy to change the appointed member status to co-equal Director status voted on for three-year terms by the Membership.

Dr. Helm stated that to discontinue the Appointed Board Member positions will require a change to the NFI By-Laws: Article II. Section 2. The NEA Committee proposes to change the Appointed Members to co-equal Directors that will stand for re-election by the membership.

Drs. Helm and Sheldon proposed the following “NFI Board of Directors Transition Plan”. Each of the five Appointed Board Member positions would be phased out in annual steps over five years. The plan proposed would aim to maintain the rotation of approximately equal numbers of Board seats for each year’s election, i.e. each year’s voting cycle would have five, five or six seats open for election.

Dr. Als reminded the Board that all of the Officers are Appointed Members and if this proposal were adopted the Officer positions are not taken into account. Dr. Sheldon replied that since officer elections occur for one-year terms only this might make this proposal feasible.

Dr. Helm offered two models for the Board policy change. After initially speaking theoretically only, the Board asked for names of Appointed Members to be attached to status changes. The NEA proposed a one-year and a two years start-up plan:

- (1) If in one year, Appointed Members begin to shift to co-equal members, NEA proposal: 2012, Drs. VandenBerg and Lawhon; 2013, Drs. Buehler and McAnulty; 2014, Dr. Als.
- (2) If in two years, Appointed Members begin to shift to co-equal members, NEA proposal: 2013, Drs. VandenBerg and Lawhon; 2014, Drs. Buehler and McAnulty; 2015, Dr. Als.

Dr. Als asked whether the NEA considered that each Appointed Member once converted to elected member would be allowed to run for reelection by the membership as an incumbent.

Dr. Sheldon reminded the Board that the rotations start in one or two years allowing for time to make officer adjustments. Further, he offered that the Board might propose that an Officer, such as the President, must have been on Board for a certain number of years and then remains on the Board for a period of time.

Dr. Sizun suggested that the Board structure be developed for increased democracy and new leadership that each year would bring four new Board members.

Discussion ensued regarding the need to build a transition process in with more regular Board turnover.

Dr. Helm stated that the five Appointed Members’ current terms are concluded with this meeting. He proposed that the membership learn of the plan to move from appointed to elected board positions with a staggered transition plan. And further that the membership vote this change into the By-Laws.

Dr. Als stated that to be responsive to the membership and to be dynamic, the Board should consider its structure into the future. And that as the President and an Appointed Member, Dr. Als feels that it is her responsibility to turn the organization over to her successors in an orderly fashion.

Dr. Als suggested that since this is an important step to be considered carefully, the Appointed Members discuss their concerns amongst themselves. Dr. Lawhon suggested that the appointed members might find a solution within twenty minutes of closed discussion.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To hold a twenty-minute closed session of the Appointed Members of the Board to discuss Board configuration changes.

After the closed session, the Board re-convened and the subgroup of Appointed Members reviewed their discussion. Appointed Members are re-appointed for a staggered number of years: one year (Dr. Lawhon); two years (Drs. Als and VandenBerg); and three years (Drs. Buehler and McAnulty). After each of the appointed terms end, these Board Members will stand for election by the membership. Officer elections should be held after Board Member elections.

The Board thus reached consensus to move toward co-equal Board seats and moving away from the status of Appointed Members. The By-Laws will be changed to reflect this revision. The Board wished to retain the responsibility of deciding when specific Appointed Members' terms will end.

Upon motion duly made, seconded and by majority

VOTED: To make a By-Law change eliminating the Appointed Board Member positions, resulting in all Board Members voted into office by Membership vote.

Dr. Sheldon reviewed the changes in number of individuals rotating up for election each year. The NEA proposed Transition Plan for the Appointed Members was revised to read:

September 23, 2011

Board of Directors Meeting

Appointed Directors will be presented to the Board for approval for a 1, 2, or 3 year term. The Board will determine the order of this transition after the approval of the Transition Plan.

Directors may run for re-election.

If any Appointed Director leaves office before her term is completed the Board may appoint a replacement as per the by-laws. The newly appointed Director will complete the term at which time an election would be held for a 3-year term.

Upon motion duly made, seconded and by majority

VOTED: To adopt the Transition Plan as amended.

On behalf of the Nominations, Elections and Appointments Committee, Dr. Helm motioned for the terms of the Appointed Members and votes were taken as follows.

Upon motion duly made, seconded and by majority

VOTED: To appoint Dr. Lawhon to a one year term.

Upon motion duly made, seconded and by majority

VOTED: To appoint Dr. Als to a two year term.

Upon motion duly made, seconded and by majority

VOTED: To appoint Dr. VandenBerg to a two year term.

Upon motion duly made, seconded and by majority

VOTED: To appoint Dr. Buehler to a three year term.

Upon motion duly made, seconded and by majority**VOTED:** To appoint Dr. McAnulty to a three year term.

Dr. Sheldon motioned that Dr. Als assign an *ad hoc* Board committee to discuss a proposal for officer appointments. Dr. McAnulty added that current terms of officers could be two-year terms. Dr. Sheldon suggested that officers be drawn from the Board. Dr. Als stated that one workable arrangement would be to stay with the current plan of one year for officer position. Officers would be elected annually at the first Board Meeting of each new fiscal year on Tuesday afternoons following the Trainers Meeting. Anyone on the Board should expect to serve as officer.

Dr. Helm stated that on Tuesday this year's officer election could be held and then in April a written policy could be put into effect.

Upon motion duly made, seconded and by majority**VOTED:** To charge Dr. Als with the task to form a Board committee to formulate a proposal for officer appointments.

Dr. Als agreed to form a committee that she proposed would meet over the days of the Trainers Meeting and report back to the Board on Tuesday. (In private discussion, Dr. Als appointed Dr. Helm, Dr. Buehler and Dr. Lawhon to the ad hoc Board Committee and gave Dr. Helm the charge to assure that sufficient meeting time was set aside by the three members to jointly meet in the course of the Trainers meeting and arrive at a workable Officer position plan.)

Communications Committee

Dr. McAnulty reviewed the Communications Committee Report and added that the Planeteria database has been uploaded and is now available for inspection on line.

Upon motion duly made, seconded and carried it was unanimously**VOTED:** To accept the report of the Communications Committee as presented.**Criteria/Identification Process for Additional Board Members**

Dr. Helm reported that he and Dr. Buehler had a few initial inquiries regarding additional Board with specific skills and characteristics and that he and Dr. Buehler continue to explore leads and directions to pursue.

NFI Future Funding Base

Dr. Als lead the discussion of the security of expected NFI monies: As most secure were considered membership dues and the Buehler family donation; as relatively secure the NFI Contemporary Forums Conference income; Dr. Als inquired how the Board proposed to bring in additional funds. Dr. VandenBerg suggested that a professional fundraiser could create his/her own salary. She asked about the amount of money needed for an executive director. A half time salary of \$ 50,000 was suggested.

Dr. Als stated that a decision was made in April that the NNCP Director's position was a priority. Mr. Hedlund, serving as the NNCP Director, negotiated his contract on a three-month basis for the last year.

Dr. Als reported that at this time he has submitted a letter requesting a one-year contract, and a \$15,000 raise, as well as a job performance evaluation. Currently his salary is set at \$40,000. Because the budget has held that the NNCP program is a priority, Dr. Als proposed that Mr. Hedlund receive an annual contract and a performance review. The Board discussed the request for a raise and determined that this could be considered only for the next fiscal year, given the budget for the FY2010-2012 has been already been enacted.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To offer Mr. Hedlund a one year contract to continue in his capacity as the NNCP Director.

The Board agreed that Dr. Als offer Mr. Hedlund a one year contract at the current level of \$ 40,000 and a formal job performance evaluation to occur by December 1, 2011.

Timing and Frequency of Board Meetings

The Board discussed the importance and necessity of the three annual board meetings. The By-Laws state that the Board is responsible to hold a minimum of one annual meeting.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To discuss the timing and frequency of Board Meetings and conference calls during the first meeting of FY2011-2012 on Tuesday, September 27, 2011.

NFI Chapter Organization

The Board discussed the considerations for forming NFI Chapters and the NFI Chapter Policy document as submitted by Dr. Als.

Dr. Sizun inquired about the fees requested to accompany applications for chapter formation. Dr. Als specified that the token application fee ensures that each application is complete and that intentions are serious. Dr. Als said that one of the stated reasons for chapter development was for fundraising for the NFI. At this time, the annual chapter fee of \$ 500 is the only financial support the NFI would receive. For maintaining a chapter, Dr. Sizun discussed the way chapters are defined. He described that geographically located chapters that rely on strict boundaries may restrict membership. Dr. Als stated the importance of defining the regions and processes by which individuals apply to be members. The NFI Chapter Policies, particularly #11, state that once a chapter is established, it is the chapter's privilege to structure its membership.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To adopt the NFI Chapter Policy as presented.

Dr. Sizun explored with the Board his current understanding about the need for chapter development. This initiative was initially proposed by Dr. Sizun for fundraising as a way to bring the NFI monies from Europe.

Different goals and options were discussed:

- (1) Training Support and Fundraising (Chapter Development/affiliation with NFI)
- (2) Research

- * Affiliate with the Association for Developmental Care (limitations include: primarily French-speaking; premise is as an early intervention program that does not focus on families; and is not science-based)
- * Create a scientific meeting with training capacity (Dr. Als stated that privileges pertaining to training that is not compliant with NIDCAP training may present a conflict with the NFI)

Dr. Sizun stated that through his discussions with NIDCAP leaders in Europe, he concluded that it might not be necessary to create a European Chapter. He stated that he continued to wish to explore options to attract individuals from outside the current NIDCAP membership. He described transparency and trust as important for the organization. Further, Dr. Sizun stated that it would be important to continue to define the goals and needs of subgroups of the NFI.

Ms. Mader reported that the group that met in Paris last winter was frustrated by the early draft of the policies that they reviewed. Dr. Helm stated that those discussions led to this revised set of policies. Dr. Als suggested that perhaps while a document is under development by the Board, it might be premature to have been distributed to the European membership. Dr. Sizun countered that he felt it necessary to share the document in the spirit of transparency and to move the process along. Dr. Als stated that a thorough understanding of the membership's needs and goals should be ascertained followed by proposals to the membership. She emphasized that it was important to gather the energy and perhaps the disappointment of those involved in the early discussions and review the NFI chapter policy and the flexibility it contains and to consider next steps. Ms. Mader suggested that understanding how to proceed might take more time, yet there was also fear that organization of the Europeans might come too late. Dr. Sizun emphasized repeatedly the competition from researchers such as Dr. Huppi who hold power positions in Europe and who has formed an organization of developmental care in Switzerland. Dr. Als stated that a strong NFI infrastructure existed and that there was real strength in the international NIDCAP work.

Furthermore she stated that a Chapter once formed might specify, that individuals may belong to more than one chapter, e.g. Europeans (e.g. in Spain or Portugal) might choose to belong to a European and an Ibero-American Chapter. Each chapter would design its own membership criteria.

Furthermore, the interest in developing a NIDCAP introductory training program was discussed. The NFI is in agreement with this direction. The Developmental Interventions Conference (Contemporary Forums now in collaboration with the NFI) is such a form of pre-NIDCAP education.

Dr. Sizun proposed that the NFI remain welcoming, democratic, and supportive of initiatives. Dr. Als stated that the challenge would be for the NIDCAP model to stay true to its mission while at the same time be adaptable to reflect cultural diversity.

Membership Meeting Preview

In discussing the conduct of the NFI Membership, Ms. Smith agreed that she will orient Ms. Julie Swanson to moderate the NFI Membership Meeting. In preparation of the President's Report to the Membership, Dr. Buehler will send Dr. Als the votes taken at this Board Meeting. Dr. Als plans to report to the membership the changes in Board appointed member terms and elections. The Nominations, Elections and Appointments Committee will run the Board elections. Dr. Sheldon, Dr. Helm, and Dr. McAnulty will count votes and a non-NFI member will oversee the process. During the vote counting, the meeting will turn to an Open Forum for questions and comments.

New and Unfinished Business

Two topics that will be carried over to the Tuesday, September 27, 2011 NFI Board Meeting are: (1) The development of an outreach table at Contemporary Forums; (2) The timing and frequency of board meetings and conference calls; and (3) The proposal developed by the ad hoc NFI Board Committee appointed by Dr. Als regarding Board Officer position tenure and terms of election.

There being no further business upon motion, duly made, seconded and carried, Dr. Als adjourned the meeting at 6:09 p.m. on Friday, September 24, 2010.



Deborah Buehler, PhD
Secretary
NIDCAP Federation International



Sandra M. Kosta, BA
Assistant Secretary
NIDCAP Federation International

