



**First Board Meeting of FY 2011 – 2012
Radisson Hotel Cincinnati Riverfront
Covington, Kentucky USA
Tuesday, 27 September 2011**

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

Dr. Als opened the meeting at 2 p.m. EDT.

Dr. Als welcomed newly elected members Dr. Jeffrey Alberts, Ms. Sandra Kosta (in absentia), and Ms. Inga Warren. She then called role and reviewed the meeting agenda.

Proposal of Officer Election, Tenure, Term Limits, and By-Law Changes; Discussion and Adoption of Finalized Plan

Dr. Helm reported on the proposal for “Officer Election, Tenure, Term Limits, and By-Law Changes” by the *ad hoc* committee on which he served with Drs. Buehler and Lawhon.

In past years, the Board elected officers on the last meeting of each fiscal year. There are six Board offices: President, Vice President, Treasurer, Secretary, Assistant Treasurer and Assistant Secretary.

Regarding officers, the By-Laws stipulate that new officers are elected annually. Individuals may hold more than one office at a time. Dr. Als questioned that this included the offices of President and Vice President. Dr. Helm replied that he would review this question.

The *ad hoc* committee proposed that officers continue to be elected yearly. The change proposed would be for the offices of the President and the Vice President who may hold two consecutive terms only. All other officers may be elected as many times as the Board desires.

The roles of the Vice President and President were discussed as not specified. It has been assumed that that the Vice President would assume the responsibilities of the President should the need arise. A model that may lend itself to better continuity is to have a President-elect rather than a Vice President. Dr. McAnulty asked about how the Board would approach the continuity issue for the Vice President to become a President in the instance that the President serves for

two terms. In this circumstance, the Vice President would need to be re-elected. Dr. Als suggested that there could be an automatic ascension for the situations where the President has served out their term and/or plans to not serve a second term. One suggestion was for officers to serve for three-year cycles to allow for crossover to get re-elected to their Board seats. Dr. McAnulty restated that officers elected by the Board do not have to be directors.

The *ad hoc* taskforce's recommendation was to keep the proposed Board changes simple, short term and with a broad and flexible recommendation. Every year, officers have the option to decline to re-run. The Membership, described as a broad group with lots of energy for change, has expressed a desire for the NFI to be a flexible, changing organization. By moving the Appointed Members into an election by the Membership, a change of leadership will occur on a more regular basis as influenced by the Membership.

Dr. Helm restated the proposal of one-year officer terms, with a term limit of two years for the President and the Vice President. Additionally, the Vice President's title could be changed from Vice President to President Elect. This would more clearly identify this individual as the next President. Though it was subsequently determined that Vice President may be a more appropriate name.

Further discussion of the issue of continuity was held. Dr. Alberts stated that the Appointed Members have provided a secure base and for stability into the future, two-year terms may be necessary for the role of the President. Dr. Helm reminded the Board of the tremendous growth of the NFI in just the last six years and the work that the Board has taken on to accomplish the accompanying tasks. Dr. McAnulty stated that the amount of transition that may occur with so many open for election board seats, with the re-assignment of appointed members to "to be voted on by the Membership" members may be disruptive to the organization. Dr. Als asserted that when founding a new organization, the less well defined the group the more cautiously one needs to proceed. The more defined the group, the easier and faster it may be possible to move.

Dr. Helm proposed that the Board continue to elect the officers. Further, he motioned that the offices of the President and the Vice President be held to a maximum of two one-year terms. He stated that they may re-run after a period of time, as yet unspecified in terms of years. The formal wording for the By-Laws, Article III Section 7, and 8, would be developed in the future, with expectation to accomplish the task by the mid-year Board Meeting.

Upon motion duly made, seconded and by majority

VOTED: To change the By-Laws to state that the NFI President and Vice President may serve for a limit of two consecutive one-year terms.

Dr. Buehler raised the possibility that the Board may wish to create specific categories of Board Members to ensure NIDCAP Trainer representation. Further, the QAC may propose that its Chair be a NIDCAP Master Trainer.

The Board reviewed the possibility of changing the way the By-Laws are available so that the revised amendments are incorporated into the text. The original edition could be archived. Dr.

Als suggested that the By-Laws could be preserved in their original form and areas that have been revised are highlighted.

Unfinished/New Business from the Board Meeting Friday, September 24, 2011

Dr. Als recommended the establishment of a By-Law Committee.

Officer elections

Dr. Helm proposed the following slate of officers: Dr. Als, President; Dr. Lawhon, Vice President; Dr. McAnulty, Treasurer; Dr. Buehler, Secretary; Ms. Kosta, Assistant Treasurer and Assistant Secretary. Dr. Lawhon objected to the vote of a slate and asked that each of the officers be voted on individually, especially since none of the officers had been asked whether they were willing to serve another year. Dr. Helm agreed to ask for the votes individually. Additional nominations for each of the positions were solicited. Ms. Warren offered that she would be willing to serve as an officer in the future.

Upon motion duly made, seconded and carried it was unanimously

VOTED: For Dr. Heidelise Als to hold the board officer position of President.

Upon motion duly made, seconded and carried it was unanimously

VOTED: For Dr. gretchen Lawhon to hold the board officer position of Vice President.

Upon motion duly made, seconded and carried it was unanimously

VOTED: For Dr. Gloria McAnulty to hold the board officer position of Treasurer.

Upon motion duly made, seconded and carried it was unanimously

VOTED: For Dr. Deborah Buehler, Secretary.

Upon motion duly made, seconded and carried it was unanimously

VOTED: For Ms. Sandra Kosta to hold the board officer positions of Assistant Secretary and Assistant Treasurer.

Exhibit at the Contemporary Forums Conference

Drs. Lawhon and VandenBerg described the opportunity that exists at the NFI's Contemporary Forums Conference in Las Vegas 2011. At no charge, a display table in the exhibition area of the conference is being offered to the NFI. Involvement from the Design and Aesthetics Committee was sought. Drs. Lawhon and VandenBerg will arrange for the table to be staffed.

Upon motion duly made, seconded and carried it was unanimously

VOTED: For the NFI to have an informational exhibit at the Contemporary Forums Conference organized by Drs. VandenBerg and Lawhon.

Number and Timing of Board Meetings 2011-2012

The number and timing of Board Meetings per year was discussed. Dr. Lawhon asked if it might be more efficient to use the Tuesday after the Trainers Meetings as a planning rather than Board Meeting. Dr. Als responded that the Board would be more accountable to the membership with the Tuesday meeting. Dr. Helm proposed that executive meetings could occur that are open yet not required by Board Members. Dr. Als responded that in this time of Board transition remaining connected with one another would enhance communication. Dr. Sizun, Dr. VandenBerg and Ms. Warren echoed the importance of bi-yearly Board Meetings.

Discussion of Dates for Spring Meeting

The date for the Spring Board Meeting was set for May 2nd and 3rd, 2012.

The Board discussed Board-Meeting expenses donated back to the NFI and ability of declaring these monies on tax statements. Dr. Als delegated this investigation to the Finance Oversight Committee. Dr. VandenBerg will follow-up.

The Board decided to continue to meet three times a year, before and after the Trainers Meeting and in the Spring.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To continue to meet three times a year as a Board and to hold the 2012 mid-year meeting on May 2-3, 2012.

Fundraising Benefit, Dinner Dance 2011-2012

The Board discussed the formulation of a plan for a dinner dance benefit that had been brought up by the Cincinnati group, which delegated Dr. Als to explore this with the Board. Ms. Mader had indicated to Dr. Als that she was interested in linking this idea with Prematurity Awareness Day, though the Cincinnati group suggested that such an undertaking was projected to take a year to organize. Dr. Als pointed out that the NFI Board would need to be represented as spearheading such an effort so that individuals were not perceived to be in conflict with fundraising opportunities by their own institutions. The program would require that individuals who enjoy visibility be part of such an event in order to draw attendees. Ms. Mader had estimated that it might take two to three years to develop this idea.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To authorize Ms. Mader, in collaboration with the Fundraising Committee, to explore NFI fundraising benefit activities.

The next discussion revolved around the membership's voiced desire to have a vote in By-Law changes. To thoroughly explore this suggestion, the Board decided to create a task force. The plan decided upon called for a proposal to be developed by January for Board review and completion by May. Dr. Helm pointed out that ongoing changes made in the NFI By-Laws are available for review in the minutes. Additionally By-Law updates might also be shared with the Membership via email in the future.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To establish a task force to review NFI By-Law change proposals.

Dr. Als asked for a chair of the By-Law Change Task Force. Dr. Helm volunteered.

The Board reviewed and discussed the motion by the Membership (Ms. Vittner) that was also seconded (Dr. McGrath), and passed by majority vote, to establish an NFI Education Committee. Dr. Buehler asked if this committee would be within the Quality Assurance Committee. Dr. Als responded affirmatively.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To establish an Education Subcommittee of the Quality Assurance Committee.

As a standing committee, it will require a description that will be posted on the NIDCAP website. The plan is for the Education Subcommittee to be formed within one year and reviewed with the Membership at next year's annual meeting. Ms. Warren offered to chair this subcommittee.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To accept Ms. Warren's offer to chair the newly formed Education Sub-Committee.

At 4 p.m. EDT pm Ms. Warren excused herself from the Board Meeting.

Program Plans for the 23rd, 24th, and future NIDCAP Trainers Meetings

Drs. Lawhon and Buehler led the review of the 22nd Annual NIDCAP Trainers Meeting. Dr. Als expressed her understanding that much was accomplished throughout the meeting. Dr. McAnulty described the meeting schedule to be dense and the difficulty she experienced as a Board Member/Presenter/Participant playing multiple, often conflicting, roles. Dr. Als wondered whether the meeting agenda might be planned with more time before and after scheduled evening events. Dr. Lawhon pointed out that many small group meetings happen in-between the meeting schedule. Dr. Als described the optional afternoon as used productively by meeting participants. Dr. Helm reported that social time is used for informal connections and yet the timing may not have allowed for such informal connections. Dr. Als stated that the reflective sessions worked well though they might have profited from more time for integration. Dr. Sizun reported that the meeting's content was excellent, the sessions worked well, and the entertainment was enjoyable. He wondered about the connections between NIDCAP's strong research evidence and the efforts of the NFI and the next generation of NIDCAP physicians and other professionals. Dr. Als offered that it would be the current NFI members that will inspire and train the next generation. Dr. Als asked the Program Committee to address requirements for translation services if there will be a number of parents in attendance as Ms. Warren hopes, who may not speak languages other than English at the upcoming Trainers Meeting.

Dr. McAnulty described the meeting site in London as potentially one where some meeting attendees may choose to stay at alternate sites primarily for cost savings. Dr. Lawhon described a benefit of staying together in the hotel of the networking/processing that occurs. Dr. Helm suggested that Ms. Warren and Ms. Kosta communicate with one another to get a general

benchmark of projected costs. Dr. Als described the meeting location as needing to work for the organizers.

Other Board Member Trainers Meeting observations included: Dr. Vandenberg described the seating as difficult; Dr. Sizun thought that there was not enough room at the tables; Dr. Als stated that there is great amount of work and care that goes into the meeting by the hosts; and the Board Members reviewed their responsibility to communicate early on the meeting's needs. Dr. Lawhon suggested that it is important to ascertain the overall level of satisfaction from the attendees. For more specific Trainers Meeting feedback, Trainer's impressions might be solicited on the Trainers Google Listserv.

Future meeting themes were considered. Dr. Sizun asserted that research on cortisol response and behaviors (Slater) and sucrose not serving as an analgesic (Fitzgerald). The family component was discussed. There was a concern about including a large group of families, which would result in a change of the format and goals of the Trainers Meeting. An alternative was offered for a panel of National Parent Groups rather than individual parent representatives.

Establishment of Board Calendar for FY 2011-2012

Previously, the Board had monthly conference calls on the third Tuesday, of each month at 3:00 pm Eastern time. To accommodate the wide range of time zones in which the Board Members reside, it was decided to change the monthly board calls to the **third Wednesday of each month at 2:00 pm Eastern Time**. All calls will remain official Board calls. If a quorum of Board Members is not present, votes will not be recorded.

Completion and/or Disposition of Unfinished Business; Prioritization of Board "To Do" List

Dr. Buehler will generate a "To Do" List from the recent Board minutes with assignment of tasks to the respectively responsible Board Members.

The Board discussed the timing of the Membership Meeting during the Trainers Meeting. Rather than the meeting occurring on the last day of the meeting (Tuesday), it was proposed that it be on the first day (Saturday). Dr. Als reminded the Board that there is a tension in the membership since not all NFI members are invited to the Trainers Meeting. A review of the current NFI membership and of the 2011 meeting participants included: There are 192 NFI members. This year's Trainers Meeting had a total of 90 participants: 60 NFI members and 30 non-NFI members. The Board reviewed the value of inviting individuals who are interested in NIDCAP, yet not NFI members (one third of the meeting participants were not members).

Other topics discussed:

- Dr. Lawhon suggested a monthly communication to the Membership from the Board, summarizing status of ongoing work projects. Further she suggested that agenda items for discussion be solicited from the membership in advance.

- The Board furthermore discussed the election process and the need for outside ‘objective’ scrutiny of the voting process.
- It was discussed that the website should serve to be the primary location for NFI information. Social media forums (e.g., twitter) should be set up to inform individuals of NFI updates. The Communications Committee will investigate ways to provide timely updates.
- It was discussed that the Chair of the NNCP Committee will need to be filled by a Board Member. The NNCP Steering Committee will review this issue and inform the Board of the Steering Committee’s decision.
- Dr. Als then reported on the results of the meeting between NNCP Chair, Ms. Smith, NFI President, Dr. Als and NNCP Director, Mr. Hedlund. Dr. Als offered Mr. Hedlund a one-year contract at current salary as the Board had decided, and an annual review to be completed by December 1, 2011. Mr. Hedlund stated that it was necessary for him to ask that the Board offer him a \$5,000 increase (12.5%) by December 1st, 2012. The Board discussed offering Mr. Hedlund a salary adjustment of 12.5% as part of his annual contract to begin with the onset of Fiscal Year 2011-2012.

Upon motion duly made, seconded and carried it was unanimously

VOTED: To offer the NNCP Director, an annual contract to start October 1, 2011, the beginning of the fiscal year, with a salary adjustment of 12.5% for the current fiscal year.

As President of NFI, Dr. Als will inform to Mr. Hedlund of the Board’s decision.

- Dr. Als addressed the issue of Board Members’ availabilities for meeting participation. The Board may be most effective when all of its members are available for the duration of the scheduled Board Meetings. Short of major hardship, it should be considered a Board Members responsibility to participate in the Board Meetings for the entirety of their scheduled duration.
- Dr. Sizun described the lack of consensus from the European group for the form of its organization and inquired about ideas for next steps. Dr. Als replied that the Chapter Policy has been developed and should be reviewed. For a group to form an NFI Chapter, it may require additional time and energy to implement. Dr. Sizun replied that perhaps forming a separate chapter was not necessary. The Europeans needed the NFI, and at the same time might be seeking to promote independent activities for the group to attract additional members. He described wishing to continue to grow supportively with the NFI. Dr. McAnulty suggested that another model might be the formation of an NFI ‘European Committee’. Dr. Sizun thought that this might be easier to manage. Dr. Alberts noted that there appears to be a real commitment to remain unified under the NFI’s organization, and that there was an enduring importance of the NFI with its clear lines of communication. Dr. Sizun re-visited the topic of fundraising for NFI activities in Europe. Dr. Buehler asked whether an overall committee might be created with individual regional and/or language

subcommittees (that includes the “European Committee”). Dr. McAnulty stated that the NFI committee structure allows for asking others for their participation.

There being no further business upon motion, duly made, seconded and carried, Dr. Als adjourned the meeting at 4:40 p.m. on Friday, September 24, 2010.



Deborah Buehler, PhD
Secretary
NIDCAP Federation International



Sandra M. Kosta, BA
Assistant Secretary
NIDCAP Federation International