



## Minutes of the July 15, 2013 NFI Board of Directors Conference Call FY 2012 – 2013

**Present:** J. Alberts, H. Als, V. Batkin Bjornson, D. Buehler, S. Kosta, g. Lawhon, S. Mader, G. McAnulty, J. Sizun, K. Vandenberg

**Dr. Lawhon called the meeting to order at 12:04pm.**

### **Governance Committee Report**

#### *a) NFI Policy for the Establishment of NFI Chapters*

Dr. Lawhon stated that the Board had not officially adopted the NFI Chapter establishment policy and therefore asked the Board at this time to review and approve the policy. The latest version was sent prior to this meeting and included revised wording around the sentence that refers to lobbying activities. Dr. Lawhon asked Dr. Sizun if he approved of the new wording and Dr. Sizun replied in the affirmative. There was a short discussion on the definition of lobbying but all were in agreement with the revised wording.

**Upon motion duly made, seconded and carried it was unanimously VOTED:** To adopt the policy on NFI chapter establishment as presented.

#### *b) Application for NIDCAP Federation International French Chapter (NIDCAP France)*

Dr. Lawhon stated that the Board has received an application from Dr. Jacques Sizun for the establishment of a French Chapter. She asked the Board if there were any questions. Dr. Als stated that she had made some edits to the last version and she asked if those edits were reflected in the document presented here today. She was assured that the changes were made. There were no further questions.

**Upon motion duly made, seconded and carried it was unanimously VOTED:** To approve the application and establishment of the NFI French Chapter.

Dr. Lawhon congratulated Dr. Sizun and thanked him for his patience throughout the process and for moving the NFI forward. Dr. Sizun thanked the Board for their support.

### **Executive Committee Report**

Dr. Lawhon stated that she distributed via email a description of the Executive Committee. She opened the floor for discussion. Dr. McAnulty stated that she and Dr. Helm did some exploration of other organizations' executive committees and found a wide range of types, from those with full voting privileges to those that are more advisory in nature and are a small subset of Board members and/or officers. The NFI's Executive Committee, currently made up of the President, two Vice Presidents and Secretary, feel that the NFI's Executive Committee should be one of an advisory nature with a limited

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role (i.e no authority to vote on policy change). Dr. Lawhon highlighted that the Executive Committee is an advisory body and not a decision making body unless authorized and delegated by the Board. Dr. Als asked about the membership of the executive committee. In her opinion, if the Executive Committee is to be comprised of the officers, then why not include the assistant officers. Dr. Buehler stated that if the assistant officers are part of the committee the number of committee members becomes too large to make sense as a subset. Dr. McAnulty pointed out that this document lives in the present where there are two Vice Presidents and if at some point the NFI moves toward more than two vice presidents or less than two then the description and its members may have to change. Dr. Als asked if there is a rule to the number of the members of the Executive Committee. Dr. McAnulty suggested changing the wording to say the committee is comprised of all elected officers. Dr. Buehler raised the possibility of eliminating the assistant officer positions as the Board evolves to include a Finance Manager and Executive Director who will pick up many of the duties of the Assistant Treasurer and Assistant Secretary. Dr. McAnulty pointed out that if the Board votes on the current draft of the Executive Committee description then that would define the membership of the committee. Dr. Buehler stated that she would like to have the committee be a small nimble group who can gather on short notice.

Dr. Buehler announced that she was resigning as Secretary. She sent a letter to the Board but because of an email address change she was unable to get it to the Board prior to this meeting.

Dr. VandenBerg moved to appoint Ms. Sandra Kosta to the position of Secretary. Ms. Kosta stated she would be happy to move into the role of Secretary.

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

**VOTED:** To appoint Sandra Kosta into the officer's position of Secretary.

Dr. McAnulty asked if Ms. Kosta would maintain her role as Assistant Treasurer. Ms. Kosta indicated that she would maintain her position as Assistant Treasurer. Dr. McAnulty asked what would be done about the Assistant Secretary position at the next election. Dr. Lawhon stated that this is a decision the Board will have to make at the next Board call.

Dr. Lawhon returned to the topic of the Executive Committee description and its composition. She asked the Board if they are comfortable with it as it reads and is there consensus? There was debate over the necessity of an official vote vs. verbal consensus. Dr. Als suggested modification of the description title to read 'Constitution and role of...'. She expressed her desire to have an official vote. The question was raised whether this would set a precedent to require a vote on every committee description. She moved to approve the current description of the Executive Committee with the title revision. Dr. Alberts proposed an amendment to the motion to state that because of the importance of the Executive Committee the process of accepting the description is specific to this committee.

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

**VOTED:** To approve the Executive Committee description with the title revised to read 'Constitution and role of the Executive Committee'. Note: Due to the importance of the Executive Committee the process of official vote is specific to this committee.

## **Advancement Committee Report**

### *Social Media Consultant*

Dr. Buehler reported that the Advancement Committee is working hard to create a new and revised NFI face to the world and identified the need for a social media expert. She explained that Vicki Batkin Bjornson recommended a contact of hers, Teri Thompson of Rocky Peak Enterprises to consult on social media. Ms. Thompson drafted a contract and Dr. Buehler circulated it to the Board for their

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review. The contract terms include social media consultation for five months at \$1400/month for a total of \$7000. Dr. Buehler reported that a website design kick-off meeting is scheduled for Wednesday, July 17, 2013. Ms. Batkin Bjornson informed the Board that Teri Thompson has greatly reduced her consulting fee for this project. Her typical fee is \$5000/month. She explained that Ms. Thompson is an expert in the field of social media. She will be able to lay the ground work and get the NFI up and running in terms of social media presence which will in turn allow the NFI to grow financially. Dr. Als asked if the social media plan included blogging, and if so, who will supply the content? She indicated that the bigger problem is finding dedicated individuals to supply and monitor the content of such social media platforms. Ms. Batkin Bjornson replied that the team will uncover the answer to this on the first web design call. She indicated that Ms. Thompson has a group of students that she uses to help clients with blogging. She will educate the web team on how to do this. For the next five months she will first advise on the structure of the web, Facebook and blogging. Dr. McAnulty raised the issue that the contract specifically states that it does not cover extra expenses that may occur such as the cost of press releases. Ms. Batkin Bjornson offered to cover any expenses associated with this contractual agreement that go beyond the \$7000 consultation fee. Dr. Als stated that in her opinion it feels as though we are buying a fancy stable before we have a horse or rider to fill it. It was suggested that we get more information prior to launching into a decision. Dr. Buehler stressed the point that timing is crucial and that the process should begin soon. Ms. Batkin Bjornson added that the first call she participated in began with one of the Family Representatives stating the need for social media. In order to move forward there needs to be a plan to reach out to the public. It was reiterated that the funds for the social media consultation will be donated by the Buehler Family and any unexpected expenses that accompany the process (e.g. press releases) will be paid for by Ms. Batkin Bjornson.

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

**VOTED:** To engage in a contractual agreement with Teri Thompson of Rocky Peak Enterprises for social media consultation.

**There being no further business upon motion, duly made, seconded and carried, Dr. Lawhon adjourned the meeting at 1:10 p.m. EDT on Monday, July 15, 2013.**



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