



**NFI Board Conference Call Minutes  
Tuesday February 18, 2014  
FY 2013 – 2014**

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

**Dr. Lawhon opened the meeting at 11:06PM EDT.**

**Approval of Minutes from October 21, 2013, November 18, 2013 and December 16, 2013.**

After receiving feedback on the minutes that were circulated on 1/24/2014, Ms. Kosta made revisions to the October and November minutes and presented them here for approval. There were no substantive changes made since they were circulated.

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

**VOTED:** To adopt the minutes from October 21, 2013 and November 18, 2013.

Ms. Kosta reported that upon review of the December minutes, the Executive Committee decided to modify them to remove discussions deemed sensitive (e.g. discussion about prospective Board member). A notation will be added to the minutes indicating that the Board entered a “closed session”. Questions were asked regarding the location and access to the closed session discussions. Currently this documentation is filed at the National NIDCAP Training Center but further discussion on this topic is warranted. Ms. Kosta will distribute the revised version of the minutes for approval via email or at the next Board conference call.

**Governance Committee**

*Committee Authorization Policy – for vote – sent January 30<sup>th</sup>*

Dr. Helm presented for vote the revised Authorization Policy that was emailed to the Board on 1/30/2014. The policy formalizes the process currently in place whereby Board committees have the authority to act upon decisions without full Board approval. The plan will become an addendum to the Governance Policy. Concerns were raised that the vagueness of the policy may lead to misinterpretation. The argument was made that since all Board members act in good faith it is not necessary to have such a policy unless it is written in more specific terms. Dr. Helm stated that in general it states the intent of the Board and defines “acting in good faith.” It was pointed out that it may serve useful for new members to the Board. In previous versions the policy also described how the Executive Committee will make decisions. Dr. Helm explained that during the last revision of the document that section was eliminated since no other committee description includes the decision making process. Instead, the policy states the Executive Committee’s role in guiding decisions when a committee’s authority is in question.

**Upon motion duly made, seconded and carried it was by majority**

**VOTED:** To adopt the Authorization Policy as an addendum to the Governance Policy.

*Term limits*

Dr. Helm described the changes made to the by-laws in Cincinnati (October 2011) whereby the President and Vice Presidents were limited to two one-year terms. Prior to that time there were no term limits. The question

for the Board to consider is whether a change is warranted in light of the Board's continued transitional status. He added that the current President and Vice Presidents are willing to serve again if the Board wishes to move forward with a change to the by-laws. Given that three out of the five members of the Executive Committee hold the positions under discussion there is potential conflict of interest but Dr. Helm felt it important to raise the topic for discussion well in advance of the first meeting of the next fiscal year. The Board agreed to form a task force to lead the process of by-law review and to make recommendations. Drs. Vandenberg and Albert agreed to form this task force. Dr. Lawhon encouraged them to make a proposal to the Board no later than the mid-year Board meeting in April.

### **Advancement Committee**

#### *Website/Social Media Update*

Dr. Buehler reported that Agency Orange has built the website and migrated the content from the old site and is awaiting new content from the web team. Ms. Kosta predicted the website may be launched by the end of March. The web team will be sure that all training materials are accessible prior to launch and the Board will be able to view the new site prior to its launch. Dr. Buehler reported that the NFI has 94 followers on Twitter, 274 "likes" on Facebook. She reported that several Board members have administrative privileges on these sites allowing them to post content. She will prepare a list of those who serve as administrators. All Board members were encouraged to develop their own Facebook page. Ms. Batkin Bjornson stated that every time someone "likes" the page the information reaches more and more people. Dr. Lawhon thanked all those who have worked on developing these pages.

#### *Fundraising Consultant*

Dr. Buehler reported that in light of the recent discussions and exploration of research foundation databases and foundation libraries it became evident that they seemed too costly. She proposed hiring a consultant with whom Ms. Cummings has worked for 12 years. This consultant will conduct a grant search at the Foundation Center library in San Francisco for the best matches and then assist with proposal preparation. She estimated it will take 2-3 days and cost \$2500-3000 but her rate is negotiable. Dr. Buehler pointed out that this option is considerably less than the foundation database option explored a few months ago. Ms. Cummings will guide the consultant's search as well as the proposal preparation. The Buehler family offered to make a restricted donation to hire this consultant. Dr. Buehler offered to have the consultant prepare a proposal describing the cost and the work she will provide.

#### **Upon motion duly made, seconded and carried it was by majority**

**VOTED:** To authorize Dr. Buehler to seek a proposal from a grant-writing consultant, and to hire the consultant using a Buehler Family gift donation to the NFI so that the Advancement team may move forward with grant proposals.

Dr. Buehler was thanked for her generous offer.

### **Program Committee (H. Als)**

#### *Update on Contemporary Forums developmental conference discussion*

Dr. Als asked for an update on the collaboration with Contemporary Forums. Dr. Vandenberg reported that due to the steady decline in conference attendance there will not be a meeting in 2014. They may aim for the spring of 2015 but discussions are ongoing. The question remains does the NFI want to develop its own meeting or continue collaboration with Contemporary Forums but perhaps without compensation. Dr. Lawhon stated that a decision must be reached within the next three months. The new owners must agree to the meeting. Dr. Als stressed the importance of this meeting to widen the reach of the NIDCAP work. Dr. Lawhon stated that she and Dr. Vandenberg would appreciate it if all board members give their thoughts on how to move forward: whether to develop an NFI meeting, collaborate with Contemporary Forums or perhaps both.

*Phillips Company offer regarding developmental care e-learning modules*

Dr. Als reported that Ms. Warren, a member of the Program Committee, informed her that she was approached by Phillips who is embarking on e-learning modules on developmental care. Since the NFI is moving toward the creation of e-learning modules for synactive-theory based learning the question arose as to whether to collaborate with Phillips in the making of an e-learning product (thereby making it more financially feasible), or develop an e-learning product that is exclusive to the NFI. Dr. Als will ask Ms. Warren to explore the options available for partnering or possibly profit-sharing with Phillips.

**Finance Committee**

Ms. Kosta reported that she and Dr. McAnulty are working on a proposal regarding Board meeting expenditures/reimbursements.

**Open Forum**

Dr. Lawhon reported that she is working on the response to Ms. Warren's letter. She will send it to the Board for review. The Board was in agreement that the letter should come from Dr. Lawhon.

Dr. Lawhon thanked the Board for their work.

**There being no further business upon motion, duly made, seconded and carried, Dr. Lawhon adjourned the meeting at 12:10 p.m. EST on Tuesday February 18, 2014.**



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