



## NFI Board of Directors Mid-Year Meeting FY 2023

**Burlington, Massachusetts USA  
Thursday and Friday, June 22-23, 2023**

**Attending** Deborah Buehler, PhD, Fatima Clemente, MD, Mandy Daly, ACII, DLDU, Jennifer Degl, MS (Thurs pm, Fri am), Jennifer Hofherr, MS, OTR/L, Gloria McAnulty, PhD, Jean Powlesland, MS, RNC, Dalia Silberstein, PhD, RN, Apoorva Sudini, BS (Thurs and Fri am), Charlotte Tscherning, MD, Juzer Tyebkhan, MBBS, FRCPC, Dorothy Vittner, PhD, RN, FAAN

**Quorum Present:** Yes

**Executive Director of Administration and Finance:** Sandra Kosta, BA

### *Our Mission*

*The NFI improves the future for all infants in hospitals and their families with individualized, developmental, family-centered, research-based NIDCAP care. (Adopted 29 June 2022)*

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### *Highlights of the meeting*

- *The Minutes of the May 2023 Board of Directors Meeting were approved.*
  - *Updates were given from the Program, Advancement, Governance and Finance Committee Chairs.*
  - *Board Consultant Mary Hiland, PhD provided an in-service on nonprofit board functioning as well as consultation on NFI's possible reorganization strategies.*
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### **Meeting Minutes**

D. Buehler called the meeting to order at 0845. The Board of Directors expressed appreciation to S. Kosta for arranging a new venue for the meeting on short notice. The Board reviewed the agenda and additional items were placed under existing agenda headings. D. Buehler then led a brief reflection.

#### *Review of the Mission Statement*

*Goal:* To review the Mission Statement and query whether it continues to reflect the NFI's purpose.

*Discussion:* It was noted that the Mission Statement includes the words "NIDCAP care" without defining what that means. This could be confusing to persons unfamiliar with the term. Perhaps that could be clarified either in the Mission, Vision, or Values statements. It was noted that NIDCAP is expanding beyond premature and newborn infant healthcare settings, and this may lead to revisions of NIDCAP materials to be inclusive of other settings. The Board discussed how one could answer the question "What is NIDCAP?" within thirty seconds. The NFI had drafted an "elevator speech" in 2021 and this was read to the Board. Discussion of how current phrases in medicine are "precision medicine" and "personalized" medicine, which easily applies to NIDCAP. The Board was encouraged to consider about how to shift messaging to align with these trends.

*Next Steps:* To further define how to adapt NIDCAP messaging to changing circumstances; specific action steps to be decided.

#### **Board Business**

##### *Rules of Engagement*

D. Buehler reviewed the Rules of Engagement document that the Board of Directors had adopted in July 2022.

##### *Board Conference Call Minutes*

*Goal:* To approve outstanding meeting minutes.

*Discussion:* J. Powlesland had circulated the minutes from May 10, 2023, a few days prior and verified that the Board was ready to vote on approving them. She motioned that the minutes be approved. J. Tyebkhan seconded the motion. There was no further discussion.

*Outcome:*

***Upon motion duly made, it was***

***Voted:*** To approve the minutes from May 10, 2023. (10 ayes and one abstention).

##### *2023 & 2024 NIDCAP Trainers Meetings*

*Goal:* To provide an update on the 2023 and 2024 NIDCAP Trainers Meetings.

*Discussion:* F. Clemente gave an overview of the plans for the NIDCAP Trainers Meeting (NTM) 2023. S. Kosta noted that the meeting online registration has just been opened. The Board briefly discussed whether the NFI would benefit from holding a conference separate from the NTM that is open to all and would encourage new membership and revenue. The 2024 meeting in Toulouse, France is planning to host their annual NIDCAP Francophone Chapter Meeting as an additional day after the NTM. It was

also suggested that NIDCAP might be able to run workshops in the regional conferences hosted by the EFCNI. This could be an efficient way to expose more people to NIDCAP care and programs.

*Outcome:* No action decided.

### *Board Restructuring*

*Goal:* To present work done thus far by the Board Restructuring Task Force exploring options for a reorganization of the NFI Board of Directors and organization for feedback and discussion.

*Discussion:* J. Powlesland and D. Silberstein presented a summary of the task force's activities. M. Daly shared insights in how the European Foundation for the Care of Newborn Infants (EFCNI) functions, which has strongly separated governing board and operational staff. D. Buehler had circulated a document provided by M. Hiland on the roles and responsibilities of non-profit boards. D. Buehler had also reviewed the minutes for our past year and calculated the frequency with which the Board spent on Board duties as opposed to organizational operations. One recommendation is to be intentional in indicating in future meeting agendas what is Board business and what is operational functioning. One suggestion is to start to transition from working board to governing board with tasks that we have already partially or fully delegated to NFI Committees. A first step in the transition is to identify which of our committees are governing and which are operational. Among the operational committees, the Board could examine which are best as standing committees and which are better suited to work groups or task force with time limited projects. Another suggestion was to add as either an informal or formal advisory body a "Training Center Council" that would have representatives from each of the Training Centers to give regular feedback to the Board on training and organizational aspects of NIDCAP and APIB work. The question arose as to whether this would be strictly administrative or could have components of peer support included.

*Next steps:* To continue discussion and planning, and to ask questions of Board consultant M. Hiland for the following day (June 23).

## **Committee Updates**

### *Program Committee*

Committee Chair, D. Vittner summarized the Program Committee Mid-Year Report.

**Highlights:** Several priorities for the committee were identified:

- Foundational education
- Supporting and mentoring NIDCAP and APIB Trainers
- Developing increased opportunities for online training
- Supporting the growth and promotion of NIDCAP and APIB Trainers to higher certification levels
- Revision of the NIDCAP Nursery Program Manual (NNP)
- Revision of the APIB manual

Over the past six months, there has been one new Trainer and one new Trainer-in-Training recognized. It was suggested that the Family Advisory Council could give input into the NNP manual revisions. D. Vittner highlighted the number of program endorsements the NFI have provided to outside agencies. She encouraged the Board to take opportunities at local conferences to share materials and raise

awareness of the NFI; it has been discussed to have a line item in the budget for conference exhibit support. D. Vittner thanked the Science and NIDCAP subcommittee for their continued work. J. Tyebkhan gave a brief update on the digitization of the NIDCAP Observation Scan Sheet Project.

### **Strategic Plan Update**

The Strategic Plan Activities Update document from May 2023 was reviewed. Challenges were discussed and addressed.

*Outcome:* Soon there will be:

- A posting of online training guidelines and communication of their availability to the NFI Membership.
- A survey to Trainers on their online training experience to be developed.
- The development of a survey to Trainers and Training Center Directors on their status of active training, time allowed for training, capacity for training, financial support for training and administrative structure.
- The availability of the expanded Learning Center for educational offerings. Courses have descriptions and a process for evaluating them for Continuing Education credits have been developed. Post-tests will have to be written. More individuals are needed to do the review as well as to monitor and support the process and send out certificates as needed.
- Reorganization of Board of Director structure continues to be studied to make recommendations for possible changes.

The meeting was adjourned for the day at 1709, to be resumed at 0830 in the morning.

### **Friday, June 23**

D. Buehler called to order the second day of the Mid-Year Board of Directors Meeting at 0840.

#### **Committee Ongoing Activities and Future Initiatives (continued from June 22 Meeting)**

*Goal:* To provide year to date updates on Committee Activities and progress on Strategic Plan initiatives.

##### *Advancement Committee*

Co-Chair, D. Buehler summarized the Advancement Committee report on behalf of Co-Chair J. Degl and Committee members.

D. Buehler reviewed the activities that centered around World NIDCAP Month and World NIDCAP day (WND) as well as fundraising. She described some of the WND activities, such as videos created by the NIDCAP Training Centers integrated into an interactive map within the [nidcap.org](http://nidcap.org) website. Each NIDCAP Training Center will be encouraged to update the videos periodically. Individual members were also encouraged to submit short videos on the topic of "what NIDCAP means to me." These efforts can continue, and D. Buehler encouraged the Board to contribute to this collection. D. Buehler mentioned

the many lovely videos submitted from families and suggested that the Family Advisory Council might work on further engaging family members to create more content.

**Fundraising:** Jim Helm and J. Powlesland are inviting sponsors for the NTM. At this point, Dr. Brown's has committed at the Bronze Level of Sponsorship.

**Partnership:** The NFI is exploring ways to partner with the NICU Parent Network. J. Degl plans to write an NFI/NICU Parent Network collaborative paper.

**Social Media:** The NFI hired a short-term digital media consultant to support WND/month activities. As part of this initiative, the NFI's Instagram was reviewed. Less professional-appearing content was archived, and new content related to the NFI and NIDCAP was shared, including the NIDCAP pearls of wisdom. Future plans are to create and post content about NIDCAP care with additional populations, including infants receiving cardiac care. A. Sudini encouraged the NFI to diversify their content to reach a wide range of demographics. The committee is exploring how to accomplish this objective while also emphasizing the universality of NIDCAP. A. Sudini has also been monitoring the social media channel user statistics. As the NFI increased its postings during WND, the audience rose yet in the intervening month with fewer posts, the numbers have dropped. Most of the Instagram audience belonged in the mid 20's to mid-30's age group. The NFI posts on Facebook, Instagram, occasionally Twitter, YouTube. The TikTok platform may be explored in the future. Suggestions: Create a closed Facebook channel (will require moderators) and re-edit the prior WND month submissions for recurrent postings throughout the year.

**Future Activities:** J Degl plans to resume the development of an NFI Speaker's Bureau. A membership drive occurred during World NIDCAP Month for Allied and Family members, resulting in 12 new members. In the future, Advancement and Governance Committees could work together to develop a robust membership drive and committee. There was a suggestion that the NFI might require that each NIDCAP Training Center to include a Family Member as part of their team. The Learning Center is getting close to launch as the content is being catalogued and reviewed. There is also an opportunity to set up an "NFI Store" where merchandise with the NFI logo could be purchased. The website company would manage the orders, money, and shipping. The NFI would order the products and maintain the stock. There is a plan to maintain regular blog postings; there are two students from Edmonton who are interested in being the blog editors.

#### *Governance Committee*

Co-Chair J. Powlesland summarized the Governance Committee Update on behalf of Co-Chair D. Silberstein and the Committee. Regarding the committee membership, Dr. Kumar Kumaran decided that due to time commitments he will support the NFI in other ways rather than participating on the Governance Committee.



Board Nominations and Elections: The BOD decision to retain the current timeline for elections was recapped. A two month overlap of outgoing and incoming directors, who will begin their term on January 1<sup>st</sup>, was created.

NFI Policies/Bylaws: Members requested further explanation concerning the 2022 changes in NFI By-Laws regarding term limits for Board of Directors' Officers. Some correspondence from the Board was sent to the Membership to describe the decision-making process. To offer a forum for Board/Membership conversations, the first "Town Hall" was held on March 29<sup>th</sup>, 2023. Future dates have been scheduled for January and June 2024. The Annual Membership Meeting will offer a third opportunity for direct communication between the Board of Directors and Members in October of 2023.

The Task Force met throughout the year to offer recommendations for the Board of Directors and Committee structure reorganization: A summary was provided during the June 22 Board meeting. Meetings were held monthly since December 2022. Discussion will take place after the upcoming consultation with M. Hiland.

Financial Oversight: The *Financial Oversight Council* continued to review banking statements of two randomly chosen months twice a year. The first one for FY 2023 took place earlier during this Mid-Year Meeting, with no discrepancies seen. The next meeting will occur during the Annual NIDCAP Trainers Meeting in October in Chicago.

Intellectual Property: *Intellectual Properties Sub-Committee and Legal Support Activities* is managed by G. McAnulty and is being transitioned to the Governance Committee Chairs. She mentioned that the NFI maintains copyrights over the NFI logo and educational materials, they are updated regularly and are in place for 10 years with periodic review that they are still in use. The Trademark and Logo have been recently submitted. The legal costs incurred is outlined in the budget.

#### Member Services

*Internet Listservs:* The number and type of current listservs serving the NIDCAP community remains unchanged. A new email "admin@nidcap.org" has been created for use for any contracted administrative support personnel.

*Training Database:* No change.

*NFI Membership Office:* The *NFI Membership Office* is managed by the Executive Director of Administration and Finance, Sandra Kosta. A formal process for nominating individuals to be recognized as "Honorary" or "Emeritus" members of the NFI has been created.

Administrative Assistance: Since February of this year, the Edmonton NIDCAP Training Centre has contracted with the NFI to provide roughly 0.1 FTE for administrative support. This support has been used on tasks related to the upcoming NIDCAP Trainers Meeting.

Strategic Plan: The Governance Committee has been assigned to operationalize the following goals:

- To restructure the Board of Directors into separate governance and operations functions.
- To assist in recruiting new members to both governance and operations groups.
- To articulate succession plans for the Officers of the Board of Directors and key committees.
- To increase capacity, including for administrative work.

There was a request to include membership numbers in future reports. The numbers had been requested yet were not obtained before the meeting due to data extraction challenges to obtain that information. It was noted that a future Membership Committee could be expected to run reports on membership for regular reports and as needed.

#### *Finance Committee*

G. McAnulty presented an overview of the NFI's financial status and the budget. J. Hofherr is transitioning from Finance Committee member to Co-Treasurer. She was added onto the NFI's accounts during her time in Boston. A new line item under "income" reflects revenue from donations from security accounts. This is for donations directly from individual's investments, which has advantages for both the donor and the NFI. The equity is sold and deposited in a money market fund held by the NFI, which earns interest. The budget was reviewed for income and expenditures at the mid-year point. Suggestions and discussion included:

- The NTM was budgeted to earn \$8000 net revenue. Now that the meeting budget has been developed, that number is unlikely to be met and should be adjusted.
- The NFI wishes to pursue having a presence at larger conferences. To support this goal, a line item to support travel and shipping expenses is needed.
  - The Board wondered whether it was possible to shift funds so that the NFI can support a presence for one to two conferences before the end of the year. There was discussion of exploring who could attend key conferences and staff an NFI exhibition booth.
  - It was offered that the Pediatric Academic Societies (PAS) often looks for groups to run workshops and that the NFI could propose one on NIDCAP. C. Tscherning and J. Tyebkhan to explore this possibility.
- The NFI will not spend the entire \$10,000 budgeted for contracted administrative support, so excess may be available for reallocation.

Summary: The NFI's revenue and expenditures are on track for at this mid-year point, and it is projected that we will end the year with a small surplus. The NFI will identify a couple of conferences to have a presence.

#### **Board/Organization Re-organization & Succession Planning**

*Summary of consultation with M. Hiland*

M. Hiland joined the meeting virtually from California, USA. D. Buehler shared the NFI's commitment to transition from a working board to a governance board and operations committees. She asked for guidance on how this will impact Board of Directors' functions such as recruitment and elections. It was noted how confusion has arisen with certain terminology used. Nomenclature of boards also differs internationally, so that education of the NFI membership is needed once we define our terms. D. Buehler emphasized that the Board has no plans to change how training/education is done. The goal is to increase organizational capacity and potential with changes to how the organization is structured. The Board sought guidance on what the first steps could or should be.

M. Hiland gave a brief presentation describing the responsibilities of a nonprofit board. Below is a summary of the major points.

An effective governing Board makes a difference to the organization. Benefits include:

1. Effective organizational decision-making – Diversity of perspectives gained by hearing from both the Board of Directors and operational members/staff/volunteers. From this collective, values and principles are set and can hold one another accountable.
2. Community engagement - Each board member has a network of relationships that spreads the reach of the organization and serve as ambassadors for the organization.
3. Enhanced reputation and credibility – Supports individuals to become invested in the NFI's mission.
4. Highly functional board - Success is gained in securing resources.
5. Great Impact – The mission of the organization is realized.

The revised structure would include: The Governing Board sets organizational priorities, determines how to develop and allocate capacity, and retain power of approval; and Committees determine how they function and report to Board.

Four dimensions for a governing board:

1. Guide, influence and steer the organization. This aspect focuses on establishing the goal or outcome, not necessarily the process. The Board may be raising resources through networking or fundraising.
2. Stewardship of the community's trust. This will support advancing the organization's mission.
3. Legal authority to make decisions. This is done as a collective body, rather than as individuals.
4. Impact. This is achieved by envisioning and adapting to fit the future.

Duties of all corporations:

- Duty of Care: Board members must be informed prior to making decisions and participate in the decision making. The Board develops a reasonable process to encourage full board participation. Each member acts in good faith and make decisions independently; not be coerced but be true to oneself. There should be no undue influence among Board Members and there should be mutual respect.



- Duty of loyalty: Board Members do not “represent” any one group or constituency. The duty is to the good of the organization. While the Board Members can bring perspectives of the members to the discussion, in the end they must vote according to what they see helps the organization. Any conflicts of interest need to be disclosed and the Board policy upheld. Confidentiality is also important; open meetings are not the norm for nonprofit boards. Diversity of opinion and perspective is helpful in making decisions, however, once a decision is made all Board Members must speak as one voice in support of the decisions outside of the board.
- Duty of obedience. Board Members must obey all laws and follow the By-Laws, policies, and guidelines.

The four functions of Leadership of the Governing Board:

- Envision the future (trends and goals, what will future look like, how to manage the competition),
- Know reality and respond (i.e., COVID forced nonprofits to change their strategic plans. This involves ensuring resources, measuring success, and providing oversight for performance of volunteers or other delegates)
- Inspire and engage others (building relationships, engage people to build capacity)
- Self-reflect and self-manage (Team building, having effective meetings, organize Board committees).

Governance Committee: The role of the Committee manages the work of the Board of Directors; supports the Board’s effectiveness, recruits and orients new Board Members, performs regular Board assessments, structures retreats for the team and work of the Board. A key role is to educate and orient new members to the role of a governing Board of Directors.

The transition from working board to governing board was discussed. The Board may find it difficult to take on more responsibilities during this time. There may be decisions to pause certain projects. Ideally work groups or committees have nine to twelve people. The Board of Directors should review all committee functions and determine what is a Board versus an Operations responsibility. Committees such as Governance and Finance are typically Board committees. Board Committees members tend to be Board Members, while Operations Committees may include staff and/or volunteers. Executive Committees should not function as mini boards, the legal authority rests with the full board.

During the transition period, meeting agendas should clearly distinguish governing topics versus operational ones. Consider adjourning after the governing topics and reconvening for the operational ones.

Governing Board recruitment. This is an opportunity to recruit individuals with needed skills, ideally individuals with prior experience with governing boards. It is not recommended that the governing board be an all-elected board. Individuals identified as needed may be appointed to the Board.

Succession planning. Recruitment should be an ongoing process. Candidates should be given an orientation module on roles and responsibilities of a Board Members so they can evaluate whether they are match Board membership.

Questions and Discussions from the Board of Directors:

The Board discussed how to balance the need to build a skilled Board by recruiting from the outside, with the desire of members to be engage in the work of NIDCAP. Should the Nominations Committee be comprised of members? Should there be seats that are designated for members with NIDCAP experience? How do we ensure a balance of NIDCAP Professionals with others who have nonprofit management skills?

What can be decided by committees and what must be approved by the Board of Directors? Typically, each committee makes decisions as to what will be their recommendation to the Board of Directors, and the Board of Directors, with its legal authority, approves their decisions. The Board of Directors will need to determine at what level of decision making that occurs (i.e., the Board of Directors approves a certain level of funding for an event, and the committees decide how to allocate those funds.)

Suggested next steps from M. Hiland:

1. Vote to approve the development and transition to a governing board.
2. Begin Board changes by shifting the agenda and being intentional in what is overseen by a governing Board of Directors.
3. Recruit governing board members into leadership positions.
4. Assess each current Director's wishes and match for governance or operations roles.

M. Hiland left the meeting at 1500.

Follow Up Discussion: The agenda topic goal was to determine specific next steps for board development. The Board largely agreed that it would be in the best interests of the NFI to transition to a governing board. However, the Board decided to take time to reflect and thoughtfully consider how to proceed. After hearing from each Board Member, the decision was made to reflect upon the information shared and directions proposed for decisions and planning at the next Board of Directors meeting.

The meeting was adjourned at 1705 EDT.

Submitted by Secretary,



Jean Powlesland