



**NFI Board of Directors Meeting FY 2023
Video Conference Call
Wednesday, August 9, 2023
1300 – 1430 EDT**

Attending Deborah Buehler, PhD, Fatima Clemente, MD, Mandy Daly, ACII, DLDU, Jennifer Degl, MS (joined at 1324), Jennifer Hofherr, MS, OTR/L, Gloria McAnulty, PhD, Jean Powlesland, MS, RNC, Dalia Silberstein, PhD, RN, Apoorva Sudini, BS (joined at 1407), Charlotte Tscherning, MD (joined at 1400), Juzer Tyebkhan, MBBS, FRCPC, Dorothy Vittner, PhD, RN, FAAN (attended 1341-1425)

Quorum Present: Yes

Executive Director of Administration and Finance: Sandra Kosta (Assistant Treasurer)

Timekeeper: Mandy Daly

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)

Highlights of the meeting

- *The NFI Board of Directors Minutes from the Mid-Year Meeting, held in June, were approved.*
- *A follow-up discussion concerning the NFI's plan to reorganize the structure of the Board of Directors was held. A motion to commit to the development of a governing Board of Directors in the future was approved. Specific plans and first steps will be made by recommendations by a Task Force examining reorganization options for the Board of Directors to consider, develop and*

if agreed to approve.

Meeting Minutes

D. Buehler called the meeting to order at 1308 EDT and led a short reflection. No additions to the agenda were made.

Board Conference Call Minutes

Goal: To approve outstanding meeting minutes.

Discussion: J. Powlesland had circulated the minutes from the Mid-Year Meeting (June 22 and 23) a few days prior and there had been no suggestions for revisions. She motioned that the minutes be approved as circulated. J. Tyebkhan seconded the motion. There was no further discussion.

Outcome:

Upon motion duly made, it was

Unanimously Voted: To approve the minutes from Mid-Year Meeting held on June 22nd and 23rd. The motion was approved.

Review of Mid-Year Meeting Discussion on Board, Council and Officer Structures

Goal: To follow up the Board of Directors' discussion at their Mid-Year Meeting on whether to commit to transitioning to a governing board of directors separate from the day-to-day organization's operations.

Discussion: D. Buehler asked everyone to share their thoughts on the transition to a governing board.

Key points included:

- Concern for the current limited capacity as a reason to maintain the status quo. The discussion included the need to grow capacity over time.
- Plans to make smaller, doable changes with current capacity, and then with growth expand on capacity.
- Changes should be thoughtfully planned and slowly executed.
- The Reorganization Taskforce has performed research and gathered information to present to the Board. Since organizational changes are ultimately the Board's decision, improvement of information-sharing and communication to best inform the Board's decision-making was requested.
- The NFI's structure has been similarly structured for 20 years and it is challenging to imagine a different model. Some Board Members requested a detailed plan for the transition before committing to a different structure. Other Members described a reality that plans to adapt may have to be made ongoingly due to changing circumstances.

- The last part of the Mid-Year Board Meeting felt unproductive to some Members. The Board was reminded this process of change may be viewed as the Synactive Theory in action. Organizational changes may lead to a time of disorganization before reintegration.
- In imagining a future Board structure, the Board suggested creating a list of undesired outcomes in the transition and putting guards in place to prevent them. The NFI's Vision and Values must be upheld.

Outcome: The Board agreed to hold a vote on whether to commit to transition to a governing Board. J. Tyebkhan motioned to commit to a future transition to a re-organized board where there is a separation of governance (i.e., fundraising, marketing, membership, strategic planning, finance) functions from day-to-day operations. F. Clemente seconded the motion.

Upon motion duly made, it was unanimously

Voted: To commit to a future transition to a re-organized board where there is a separation of governance (i.e., fundraising, marketing, membership, strategic planning, finance) functions from day-to-day organizational operations.

Officer Succession Planning

Goal: To discuss options on ensuring succession for key NFI Officers

Discussion: Board election plans may be impacted by Officer selection process changes. Ideally changes are timed with the election cycle. J. Powlesland and D. Silberstein prepared discussion points which will be circulated by email.

Next Steps: All Board members were invited to ask questions and/or add comments with the intention of coming to an agreement at the September Board meeting. The Board of Directors election will occur after that time.

Other Agenda Items to be scheduled for September:

- Development of a *NIDCAP Training Center Council* (to meet regularly for discussion, bi-directional communication channel to and from the Board; considerations of a Board seat to be held by a council member).
- NIDCAP Trainers Meeting:
 - Membership Meeting
 - NFI Next Steps Session

The meeting was adjourned at 1439 EDT.

Next meeting will be on September 13, 2023, at 1300 EDT

Submitted by Secretary,



Jean Powlesland