**ICPAN, Inc. Board of Directors Draft Minutes**

**October 27/28, 2015**

**SKYPE Call (Varied Time Zones)**

Saskatoon (Canada - Saskatchewan) Tuesday, October 27, 2015 at 2:00:00 PM CST UTC-6 hours

Edmonton (Canada - Alberta) Tuesday, October 27, 2015 at 2:00:00 PM MDT UTC-6 hours

Copenhagen (Denmark) Tuesday, October 27, 2015 at 9:00:00 PM CET UTC+1 hour

Dublin (Ireland) Tuesday, October 27, 2015 at 8:00:00 PM GMT UTC

London (United Kingdom - England) Tuesday, October 27, 2015 at 8:00:00 PM GMT UTC

Sacramento (U.S.A. - California) Tuesday, October 27, 2015 at 1:00:00 PM PDT UTC-7 hours

Washington DC (U.S.A. - District of Columbia) Tuesday, October 27, 2015 at 4:00:00 PM EDT UTC-4 hours

Melbourne (Australia - Victoria) Wednesday, October 28, 2015 at 7:00:00 AM AEDT UTC+11 hours

Corresponding UTC (GMT) Tuesday, October 27, 2015 at 20:00:00

1. **Call to Order** at 1400 Eastern Standard Time (EST) by JB, Chair. Two Board members were having difficulty connecting with SKYPE, during which time the Chair reviewed the new secure website portal under the Governance tab. This log-in page will house/archive ICPAN business documents. Meeting date links will be available in advance to navigate to the agenda and supporting documents for review and informed discussion. The use of a web-based platform can increase efficiency by allowing board members direct file access through web hosting capability, thus lowering need for multiple file transfers via group mail messaging. There will be an enduring backup archive system as part of a contracted monthly web maintenance fee/functions.

JB disseminated a post-conference letter to global organizations and shared a thankful reply from Danish organization President Dorte Soederberg (DS) (letter on file). An email received to info@icpan.org from DS reported that web membership link and contact form did not work. Links were tested and found operational (reason for reported downtime unknown). On 10/26/15 DS was put in contact with Membership Secretary re membership process.

1. **Attendance**: Joni Brady (JB); Meg Bumpstead(MB); Pat Smedley(PS); Laura Van Loon(LV); Susan Fossum (SF); Bente Buch (BB). Due to Skype connection issues, Ann Hogan (AH) joined the meeting at 1437; and Angie Winter (AW) joined the meeting at ­­­­1425.
2. **Approval of the Agenda**

**M/S:** SF/MB: I move that the agenda be approved as presented. Carried unanimously.

3A. **Approval of the September 2015 BOD Meeting Minutes**:

 Deletion to *6. Building Infrastructure* page 3 sentence #1 last paragraph.

 **M/S:** SF/BB: I move that the minutes be approved with the deletion of “At this time, it was

 clarified that BB will be on the Education Committee as Chair of the Scientific Section of the

 Education Committee for 2017.” Carried unanimously.

1. **Oct. 20, 2015 Conference Call with Attorney: New Non-Profit Status**

A one-time conference call requested by ICPAN retained non-profit attorney, Jeff Hurwit (JH), took place at 1600-1650 on 20/10/15 with Board of Directors (JB, PS, MB, AH, LV : regrets BB, SF) to explain Delaware registered non-profit organization information and responsibilities. Noted that ICPAN received approval for IRS exemption and a determination letter in record time as an IRC Sec. 501 (c) (3) tax-exempt organization with public charity status, effective August10, 2015, the incorporation date of ICPAN, Inc.

JH discussed Responsibility to ICPAN Donors: Third party donors/entities will request a copy of the IRS Determination Letter. Donors with a US source income may receive a tax deduction under ICPAN tax status. ICPAN must send acknowledgement with date on which the funds were received. AH commented vendors gave support and required a receipt to allow them to have a tax break. The group reviewed JB’s summary notes from this meeting and agreed to these action items:

**Action:** The Secretary shall establish a file to house: Letters of Incorporation; Bylaws; IRS Determination Letter; Minutes of all BOD, GAC and BGM Minutes; and Tax Filings as permanent corporate records for in perpetuity.

**Action**: The Treasurer will develop an acknowledgement receipt form for use with donations; send a receipt for the income accepted.

**Action**: All to review and save the publication referred to in the IRS letter (Publication 4221-PC): <http://www.irs.gov/pub/irs-pdf/p4221pc.pdf>

* Per JH, the GAC will evolve over next 2 years: have ability to adjust Bylaws to reflect transition to new governance status

As a Delaware-based corporation, ICPAN will have ongoing annual filing requirements which can be found on Hurwit’s website: <http://www.hurwitassociates.com/l_s_annual_de.php>

**Action Items**:

* Annual filing compliance activity to be monitored by **ICPAN Treasurer** (contact Hurwit several weeks in advance if filing assistance is desired)
* Dan Hershey (Hurwit) will inform ICPAN about form needed for 2015 filing
* **Liability**

LV asked for clarification on type of liability coverage needed, and expressed the need for a volunteer code of conduct. JH stated director and officer liability insurance is appropriate as conference venue/host site should retain coverage as part of conference logistics.

**Action Items**:

* + **LV** will continue searching for coverage options
		- JH suggested asking broker exactly what is / is not covered in policy quote
	+ **ALL :** JH advised to think about top 5 code of conduct scenarios envisioned by Board:
		- Develop a “directors are immune from rogue actions by volunteers” type of disclaimer to share with volunteers at time of volunteer involvement with signed (copy kept on file)
		- Develop volunteer policy to guide accountability in actions and deter untoward behaviour
* **Intellectual property discussion**
* Per JH, when ICPAN generated products begin to develop, consult Hurwit for advice as needed.
* Place a © symbol on any ICPAN work disseminated to public.
* JH advised to add a website statement “Donations to this organization are tax deductible Brief Bylaws discussion (clarification question from MB)

Regarding development of job descriptions: to be framed from Bylaws language. Operational policies outline roles, responsibilities, and expectations for respective positions and should reflect guidance for current ICPAN sponsored activities. JH stated that he should be informed if any Bylaws changes are desired during the transitional board’s tenure.

1. **Director and Liability Insurance**

LV presented her findings and recommendation for DO Insurance.

**M/S**: SF/PS: I move to apply for one year Directors and Officers Liability Insurance from Hartford Insurance at cost of US $545.00. Carried.

Action: LV to contact John Toepfer Operations Director.

LV to send MB required information for payment.

1. **Financial report**

MB shared the Bank Statement of 01/09/15-30/09/15 (on file).

01/09/15 - Beginning Balance: $2770.10

30/09/15 - Ending Balance: $ 5977.52

Seed money received from IARNA (Ireland) and NAPANc (Canada).

BB asked what became of the Danish money so she could inform the BOD. MB reported it was included in a pool of money for all expenses for ICPAN incorporation and development, legal fees and website costs.

**Action**: MB will develop and send seed money receipts to AH (Ireland) and AW (Canada).

1. **Membership Update**

AH sending out pledge forms to colleagues who attended the BGM. Australia and Netherlands have indicated an interest in joining. JB sent letter to global organizations on 15/10/15 with BGM PowerPoint. AH, MB, JB to share/coordinate responsibility for monitoring our email account icpan@icpan.org.

MB raised questions about membership renewal dates. Question about pro-rating new members? She will flag “join dates’ for now but it will become unruly when we have many members. Discussion on how to operationalize invoice date for organizations. Suggestion that GAC members could research this and make a recommendation in their first 2 year appointment.

**Action:**

Membership recruitment ongoing.

JB will upload the most current international contact list developed onto secure log-in page of website.

1. **2015 Conference Report**

The 2015 conference site will be taken offline 01/11/15. Future conferences will require inclusion of a permission and copyright disclaimer in the oral abstract acceptance document.

Action**:** BB to share results of the delegate conference evaluations when these are available.

AH stated that the 13th IARNA conference had just finished in Limerick on 10/10/15. [There is a beautiful picture of the 2013 IARNA ICPAN conference committee with ICPAN posters on the Sept. 2015 IARNA Newsletter advertising the 2015 conference in Copenhagen.]

**8A. 2017 Conference Bid**

JB will receive requests (RFP) from the ICPAN website for 2017 conference bids in order to track interest and be responsible for sending out the bid sheet and communicating with BB. No requests to date except a verbal interest from Australia for 2017. MB will be helping with the Australia Conference on 14/11/15 and hopes to promote the opportunity to host the 2017 conference.

The draft operational policy was tabled for a future meeting. PS requested guidance as to what it means, how to set it out and the definition(s) to be included. All agreed that this is a massive project that will define how ICPAN is viewed. The plan is to develop conference bidding policy guidelines and procedures with input from the GAC.

Action: PS to draft conference bid selection guidelines for board review and discussion.

1. **Building Infrastructure**

Member interest forms coming in to the website. ICPAN will continue to collect and look at how to form Special Interest Groups early in the New Year. Discussed potential communication platforms (Facebook, Twitter). JB reinforced the need for a Marketing Chair. Suggest using Survey Monkey to ask members what communications they prefer. AW asks us all to jot down ideas.

**Action**: All to submit ideas regarding special interest group formation to AW.

1. **ICPAN Website Maintenance Fees**

All agreed to continue the agreement with web master Michael Maino (MM) (resume copy shared with Steering Committee prior to web build phase, posted with files for this meeting). MB suggested use of a pop-up box to signal website maintenance or construction underway in the future. AH suggested a review of email navigation so all queries do not go to info@icpan.org. JB reminded that ICPAN is still in the building phase and does not have a board Media/Marketing representative to develop products (e.g., a chat forum).

**M/S:** JB/MB: I move to retain MM for monthly website maintenance and an hourly rate as submitted.

MM, JB, MB provided information about professional web maintenance and hourly fee comparisons (on file). Discussion included back-up of web based information, checking links and navigations. MB feels the cost is appropriate. AH suggested obtaining more information from MM and to get a signed contract. MB reported that paying monthly is less costly than paying for individual line items. JB summarized by withdrawing the motion (seconded, unanimous approval). ICPAN will not have professional website coverage pending a service agreement with MM. JB will upload items based on her capability with the web software.

**Action**:

* Request made to have MM develop an itemized proposal to list monthly maintenance work and vacation contingency plan (JB).
* Board members to test site functionality, provide suggestions for improvement (ALL).
* Consider addition of chat forum for special interests in the future. (AW)
1. **Next Meeting**

November 24, 2015 as per following schedule. Regrest: BB

1. **Adjournment**

Adjournment at 1607 EST by JB.

Schedule of times for next meeting

\*Saskatoon (Canada - Saskatchewan) Tuesday, November 24, 2015 at 2:00:00 PM CST UTC-6 hours

\*Edmonton (Canada - Alberta) Tuesday, November 24, 2015 at 1:00:00 PM MST UTC-7 hours

\*Copenhagen (Denmark) Tuesday, November 24, 2015 at 9:00:00 PM CET UTC+1 hour

\*Dublin (Ireland) Tuesday, November 24, 2015 at 8:00:00 PM GMT UTC - 0

\*London (United Kingdom - England) Tuesday, November 24, 2015 at 8:00:00 PM GMT UTC - 0

\*Sacramento (U.S.A. - California) Tuesday, November 24, 2015 at 12:00:00 PM PDT UTC-8 hours

\*Washington DC (U.S.A. - District of Columbia) Tuesday, November 24, 2015 at 3:00:00 PM EDT UTC-5 hours

\*Melbourne (Australia - Victoria) Wednesday, November 25, 2015 at 7:00:00 AM AEDT UTC+11 hours

\*Corresponding UTC/GMT Tuesday, November 24, 2015 at 20:00:00

Draft Minutes submitted by Secretary Laura Van Loon