

IOMSN EXECUTIVE BOARD MEETING

June 18th, 2018

PRESENT: Aliza Ben Zacharia: President, Megan Weigel: Past President, Patricia Pagnotta: President-elect, Jong Mi Lee: Treasure, Amy Perrin Ross: By-laws committee, Cheryl Blaschuk: Secretary

STAFF: June Halper: Executive Directive IOMSN, Roberta Elwell, Leny Almeda, Marguerite Herman

- A. Called to order: 6:02 pm (EST) Aliza Ben Zacharia
- B. Minutes: March 2018 – Executive Board Meeting – pending approval
- C. By laws: Discussion related to by laws and recent treasure appointee
 - a. Aliza: concern was raised for recent appointee of the treasure’s position that was vacated when Patricia Pagnotta was elected to the President Elect position leaving the treasurer unfilled. In Nashville at recent CMSC meeting on 5-30-18. Marie Moore was appointed by past President, Megan Weigel but the question was raised if this was in keeping w/ the by-laws? Aliza understood it was her responsibility to make the appointment as current President and appointed Jong Mi Lee. Was Connie Easterling involved as she chairs the nomination committee for IOMSN?

Strong discussion ensued w/ questions about by laws and should we put it to a full membership vote this happened again? If this is the request then we would have to change the by-laws.

- b. Amy Perrin Ross: reviewed and read the by-laws in regards to appointees for unfilled/vacancies on the IOMSN Ex. Board. (will include copy of this document)
Do we need a more formal orientation for new members of IOMSN Ex. Board? How is the Ex Board to function under these circumstances?
- c. Aliza: feels that this was a by- law violation and she was correct w/ understanding the interpretation of the by-laws.
- d. Amy Perrin Ross: SRQP: are a different entity. They can be changed by the IOMSN Executive Board.
- e. Megan W. Clarified her understanding was it was a mistake and nothing was done w/ willfully or with mal-intent.
- f. Aliza, Megan and June Halper agreed this needed to be addressed
- g. Amy Perrin Ross: notes by-laws vs SRQP’s are different. It becomes Rules vs Rights and Responsibilities vs Common Sense.
- h. Tricia: Jong Mi’s nomination was not in corcodance with the SRQP.
- i. Aliza: felt the Executive Board membership needs to be “more thoughtful” related to the by- laws.
- j. Jong Mi Lee compared this to prior positions in other organizations she has help.
- k. Amy: notes what is listed in the by-laws is that IOMSN just has a standing committee.
- l. Amy: raised the question for related to need for a Task Force to look into this issue around changing by-laws verses SRQP’s. Any change in by-laws may involve legal review also.

- m. Patricia Pagnotta: changes in the by-laws or any aspect of business requires a Quorum which is 50 % +1 (2/3 of the board members including executive board committee, board members at large and global members) support by the membership of the Board of Directors (Article VII section 3.) Do we need to add more detail to the SROP's? It is the SROP's that contain the details related to the By-laws. SROP's can be changed by the Board of Directors – Executive Board.
- n. Amy: By-laws are vague and not meant to be oppressive but must be followed. SROP's can be changed by the Board of Directors at any time but should not be in conflict w/ the By-laws.
- o. Amy: the Board of Directors should meet annually but failure to hold an annual meeting shall not work a forfeiture or affect otherwise valid corporate acts. Special meetings of the Board of Directors can be called at any time by the President or by 5 directors on 2 days' notice (see directives on the correct way to communicate this notification in by-law)
- p. Aliza: questions. #1 do we have a phone call in the Fall or #2 wait to review all this at the March 2019 meeting in Tampa?
- q. Megan: notes that there seems to be some accusations at this time w/out proper review of the By-laws and the issue related to the treasurer position is NOT an ethical violation.
- r. Aliza has concerns that there were several members of the Board involved and this was in violation of the By-laws but perhaps SROP violation was more in line. SROP are less stringent than the Bylaws as pointed out by Amy.
- s. Megan: SROP's are different than the By-laws and we need to have some clarification on the By-laws.
- t. Aliza: Requested Amy to prepare a Powerpoint presentation to educate board members, committee members and all IOMSN members about the Bylaws. Amy thought that it was a very good idea and she will follows with us. This may presented in our annual meeting.
- u. Amy: As a Board, we have to agree on SROP. The By-laws are there for us to work collaboratively which includes the Executive Director and the Executive Board.
- v. June: reviewed her history w/ the IOMSN (one of the original founders, remained as the Ex. Director and has never ran for office). Voiced her commitment to the organization and the many nurses who have devoted numerous hours of their own time to make the organization what it is today. There is concern for the manner in which committee chairs have been replaced w/o any discussion or involvement by the

Commented [AB1]: My understanding is that the SROP's can be changed by the full board; not by the executive board committee only; This includes what I put in parentheses.

Executive Director or any other Exec Board member. The Executive Director and the Executive Board need to work collaboratively.

- w. Aliza: Reports on committees' updates as - indicates that Bonnie and Marie Moore will remain as the Membership committee co-chairs. Rachael Stacom will remain as chair of the web site. She does an excellent job. Research committee stays the same w/ Lori Mayer and Heidi Malone. Education committee, as we know Colleen Harris was removed and Carol Chieff will now be the chair who is currently on the Education committee as co-chair w/ Colleen. Discussed the addition of wellness task force/committee.
- x. Aliza & June agreed to discuss further the collaborative working relationship that needs to be the common goal.
- y. Amy: discussion related to a Wellness Committee has been brought up and that does not require any changes in the By-laws.
- z. June: reviews the financial issues that are facing the organization as the grant money is less and less available. IOMSN has had much financial success w/ the Regional meetings but the funding has been considerably less. Earlier this year, we were facing some tough decisions about how to even fund our Annual Executive Board meeting in March. Pharmaceutical industry is hiring and utilizing Advisory Boards which are impacting available unrestricted grants.
- aa. Amy: Reminds us that communication is the key, the Exec. Board can have ideas but must be presented to the Executive Director first. That includes Committee work such as grants, proposals etc.
- bb. Aliza: Discusses consideration for a Wellness Committee. At this time there are no specific activities and it is too premature to discuss a budget.
- cc. Megan: many of our former IOMSN members are now working in the Pharmaceutical industry. Ex Colleen Miller @ Genzyme plus Biogen has hired many of our NP's. The National MS Society does have a small wellness program. We may need a task force to look at what other opportunities we have to support the organization.
- dd. Aliza: will work to increase communication w/ past president of IOMSN and the Executive Director.
- ee. Aliza: discussed current schedule for Exec Board meetings and will keep the 3rd Monday of the month at this time they are scheduled for 30 minutes and that is what we pay for to our tele-meeting phone services. Aliza is suggesting 60 minute meetings. 6-7 EST. It was suggested that Amy to do a presentation on the By-laws later this year.

ff. Aliza: these are the 3 primary issues will better understanding of the By-laws, look at a Task Forces to address the changes in financial issues, and look at other committee needs IOMSN may have.

gg. Jong Mi: added that working w/ non- profit may need to show benefit over time of our actions. She would like to be involved in this activities.

hh. June: we were able to secure finances for about 6 regional Meetings after our March Exec. Board meeting but will focus on local speakers, etc. to offset the cost as the overall expenses to having these meetings have gone up.

ii. Jong Mi: will review financial documents w/ June in conjunction to her new role as IOMSN Treasurer.

Next Exec. Board meeting will be July 16th, 2018.

D. Meeting Adjourned 6:46 PM EST - June motioned to adjourn and Cheryl seconded.