

MINUTES OF THE MEETING OF THE NATIONAL CHILD PASSENGER SAFETY BOARD

**February 22, 2010
Conference Call**

February 22, 2010, 2:15 pm EDT

Members Attending: Bob Wall, Lorrie Walker, Carole Guzzetta, Tess Benham, Jennifer Huebner, Allan Buchanan, Tracey Hewitt, Kerry Chausmer, Lynn Ware, Barbara Birkenshaw, Carol Helminski, Mike James, Wanda Vasquez, Amy Edwards, Norraine Wingfield, Diana Diaz

Members Not Present: Kathleen Studnicka, Thomas Vilt, Janet Brooks, Amy Heinzen, Sherri Cannon, Tim Murphy, Jeannie Johnson

Guest(s) Present: None

Meeting called to order by Tess Benham, Secretariat.

By-Laws Clarification regarding Officer Elections

It was brought to the board's attention that the election of Lorrie Walker, representing Safe Kids Worldwide, may be in conflict with the board's bylaws. At a November 2003 board meeting, a by-laws amendment was approved that stated "an employee of the certifying body may not hold the position of Board Chairperson." It appears that this revision was not made to the by-laws or that in subsequent changes to the by-laws it was either omitted or revised. Board minutes also do not clearly document all of the changes to the by-laws that were made over the years.

Discussion/Action Item:

The Board discussed how to remedy the situation. One option discussed was to amend the by-laws to state that "the representative of the certifying program shall not hold the position of Board Chairperson." Another option is to have new officer elections. The Board agreed to confirm the current officers as elected and amend the by-laws to be in compliance. The Board discussed if a conflict of interest policy might be helpful in addressing situations that may give the appearance of or be a conflict of interest.

Since the by-laws have had substantial revisions since 2003, the 2003 section of the by-laws as originally amended does not exist. Board members discussed if it is necessary to add wording to the current by-laws to address this issue and the appearance of a conflict of interest. The current by-laws clearly states in Article III Membership which positions of the board are voting or non-voting.

Board voted to amend Section 5.06 Officer Nominations to clarify that permanent, non-voting board members are not eligible to serve as Chairperson or Vice-Chairperson.

Section 5.06 Officer Nominations

Candidates eligible for the position of Vice-Chairperson will be identified by the Secretariat of the Board by the first Friday in September. Permanent, non-voting board members are not eligible to hold the position of Chairperson or Vice-Chairperson. It is the eligible candidate's responsibility to confirm placement on the ballot with the Secretariat in writing by the second Friday of October

of the outgoing Officer's term. Also by the second Friday of October, candidates will submit a statement of interest and qualifications to the Secretariat

The Board also discussed adopting a conflict of interest policy. Bob Wall agreed to bring two or three sample conflict of interest policies to the next board meeting for discussion.

Membership

Discussion/Action Item:

At the last meeting, the membership committee recommended extending the term of current board member Tim Murphy until 2010 for the National Nursing position on the board. The board took no action pending a review of the by-laws by Quality Assurance.

Janet Brooks, Quality Assurance reported by email that it was within the by-laws for Membership to recommend extending the term. Tess Benham reported that Tim Murphy would extend his term on the board.

Board voted to extend the term of Tim Murphy until a plan was developed to fill the vacant National Nursing board position.

Meeting adjourned at 2:59 pm ET.