



NAIW (International)
BOARD SUMMARY
June 2010
Arlington, VA

The 2009-2010 NAIW (International) Board of Directors held their third meeting in Arlington, VA, on June 7-8, 2010.

Motions Approved by the Board:

Motion: To adopt the updated course, Long Term Care: A Complete Picture.

Reason for Decision: To update the existing course.

Motion: To update the DAE application, Professional Development Activity, to read:

NAIW (International)'s one hour or four hour Ethics course as a student or instructor--
Course Completion date: _____ OR a state certified Ethics course as a
student or instructor--Proof of completion must be submitted

Reason for Decision: To expand the ethics requirement for the DAE.

Motion: To adopt the updated Policy 1.A.13, Conflict of Interest (see insert below)

Reason for Decision: To make clerical corrections and approve adding the consequence for violation.

Policy I.A.13 Conflict of Interest (6/2003, 5/2006, 8/2009, 6/2010)

By action of the NAIW Board of Directors, it is official policy that:

Conflict of Interest Policy of NAIW (International)

Article I – Purpose

The purpose of the conflicts of interest policy is to protect the interests of NAIW (International), (the “Association”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Article II – Definitions

1. Interested Person

Any current and/or past director, principal officer, NAIW staff or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. an ownership or investment interest in any entity with which the Association has a transaction or arrangement, or
- b. a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict or interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or perceived conflicts of interest, an interested person must disclose the existence of his/her financial interest and all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determine Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Association can obtain a more advantageous transaction or

arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit. The board or committee shall determine whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination thereby waiving the actual or perceived conflict.

4. Violations of Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted under the circumstances, the board or committee determines that the member has, in fact, failed to disclose an actual or perceived conflict of interest, the board or committee may, at its option, pursue all claims and/or remedies available in equity and/or law, including, but not limited to, dismissal from the Association.

Article IV – Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or perceived conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest, in fact, existed.
2. The names of the persons who were present for discussions and votes related to the transactions or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V – Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

Article VI – Annual Statements

Each director, principal officer, staff and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflict of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Association is a tax-exempt organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews

To ensure that the Association operates in a manner consistent with its tax-exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm’s-length bargaining.
- b. Whether partnership and joint venture arrangements and arrangements with service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Association’s purposes and do not result in inurement or impermissible private benefit.
- c. Whether agreements with other organizations, employees, and third party payors further the Association’s tax-exempt purposes and do not result in inurement or impermissible private benefits.

Article VIII – Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted

Motion: To ratify all recommendations and voting conducted by the 2009-2010 Board of Directors via conference call.

Reason for Decision: That all conference calls in which directors are participating in the meeting could be heard, and that the board actions taken be ratified as voted on by the Board.

Motion (moved on behalf of the Budget and Finance Committee):

Motion: To amend Policy 1.C.5, Purchases of Goods & Services, Guidelines for the approval process:
 Budgeted items a. and b. be increased from \$5,000 to \$10,000 to read as follows:
 1. a. Purchases of under \$10,000 shall be made at the discretion of the executive vice-president, subject to this policy statement and guidelines.

1.b. Purchases of \$10,000 or more shall be referred to the officers for approval. The executive vice president shall present the specifications and bids with the recommendations to the officers.

Unbudgeted items be increased from \$500 to \$1,000 to read as follows:

2. Unbudgeted expenditures in excess of \$1,000 shall be referred to the Board of Directors for approval.

Reason for Decision: To account for an increase in inflation costs.

Motion (moved on behalf of the Budget and Finance Committee):

Motion: To amend Policy 1.C.5. Purchases of Good & Services, Guidelines for the bidding process, 1.b. be increased from \$500 to \$1,000 to read as follows:

1.b. Purchase of an unbudgeted item in excess of \$1,000

Reason for Decision: To allow for an increase in inflation costs.

Motion: To adopt the Local Association Marketing Guidelines as presented by the Task Force.

Reason for Decision: To provide this tool to our local associations to assist them with membership recruitment.

Motion: To accept the Certified Professional Disability Management, CPDM, certification as a qualifier for the CPIW/M and DAE designations.

Reason for Decision: To expand the list of qualifying courses of study for CPIW/M and DAE designations.