

**ONCOLOGY NURSING SOCIETY
BOARD OF DIRECTORS
~~UN~~APPROVED MINUTES**

Date: Tuesday, June 27, 2017

Place: Conference Call

Time: 6:00 p.m. to 8:00 PM EDT

Attendees: President, Susan Schneider; Secretary, Barbara Holmes Gobel; Treasurer, Kay Harse; Directors-at-Large, Laura Fennimore, Diane Barber, Eva Gallagher, Joni Watson, Maggie Smith, Julie Painter, Jean Rosiak; Chief Executive Officer, Brenda Nevidjon

Absent: none

Recorder(s): Chief Financial Officer, Jeff DeWalt

I. Call to Order

S. Schneider called the meeting to order at 6:03 PM EDT

II. Welcome and Catch Up

S. Schneider welcomed the Board members to the June conference call.

III. Assignment of To-Do List and Timekeeper

J. Watson has been assigned to capture the to-do list and L. Fennimore will be the timekeeper.

IV. Approval of Agenda including consent agenda and timeframes

J. Rosiak moved to approve the agenda including the consent agenda and timeframes as submitted. The motion was adopted.

V. Conflict of Interest

None noted

VI. E-mail Vote

The 2017 Annual Business meeting and May 7, 2017 board meeting minutes were approved via email on 6/27/17.

ACTION AGENDA

VII. President's Report

S. Schneider provided an overview of recent meetings attended by the ONS President on behalf of the Society. Meetings include the ASCO annual meeting and MASCC. The President has also been working on the contract renewal for the CEO.

VIII. ONS/ONCC Contract

The ONCC Board of Directors is requesting a revision to the termination fee in Section 10 of the Cost Sharing Agreement between ONS and ONCC. The request is to establish a termination flat fee of \$3,000,000 that would be due to ONS should ONCC sever the relationship plus twenty percent of all fees and expenses paid by ONCC to ONS pursuant to this Agreement, on a cumulative basis, from 2017 through termination of this agreement; and establish a clause in the agreement that this fee is reviewed by both organizations every five years. J. Watson moved to approve the following termination fee as defined by ONS: Upon termination of the agreement for any reason other than cause due to ONS action as set forth in Section 6(b), ONCC agrees that it will pay to ONS an amount of \$4,000,000 plus twenty percent of all fees and expenses paid by ONCC to ONS pursuant to this Agreement, on a cumulative basis, from 2017 through termination of this agreement. After termination ONCC shall be required to pay full fair market value for the use of any ONS assets and services, including mailing labels and advertising, which assets and services shall be available to ONCC on the same terms and conditions as

that available to the general public. The motion was adopted. B. Nevidjon will clarify with ONCC that this is the final offer from ONS.

IX. Entity structuring the Chapters for the future

As new banking rules have been enacted to assist in limiting funds to terrorist and drug organizations, banks have become more diligent in checking for proper documentation before processing bank account changes. This has made it harder for some chapters to change check signers when a new Treasurer or President is elected. In the process of making check signer changes, banks discover their files do not include some documentation. As a result, banks are asking the chapter for the articles of incorporation and/or the state verification that an organization is in good standing. National office staff have assisting chapters in handling this process. To address the challenges the staff along with legal counsel looked at four scenarios to determine the best course of action.

After review and discussion, the recommendation is to retain the current structure for Chapters with these changes:

1. Ensure new chapter officers understand fiduciary responsibility and resources available
2. Require all chapters to change officers at the same time, best at beginning of the year to put officers on the same basis as the fiscal year.
3. National office increases monitoring of chapter activities both financial and organizationally

J. Rosiak moved to approve retaining the current financial structure for Chapters with changes to include ensuring officers understand fiduciary responsibility, adjust term start times to January 1st and increase national office monitoring of chapter activities. The motion was adopted.

X. Variance request

During the 2017 capital budgeting process, a request to add funding for office AV upgrades in the Board room, training room and dining room was approved. The work has been completed, however the costs are higher than originally anticipated. The cost will be \$18,000 higher than planned. L.Fennimore moved to approve the \$18,000 variance. The motion was adopted.

XI. ONS Board goals

Board members were asked to submit goals for the upcoming year. Goals were identified to include the following:

- Assist the Leadership Development Committee with facilitating a strong leadership development program
- Institute and evaluate the new process of selecting ONS Board officers
- Provide Board continuing education
- Increase visibility on social media
- Implement the Chapter financial changes

S. Schneider will develop the goals that were identified and recirculate to the Board via email.

XII. Overview of Leadership Weekend

The ONS Board reviewed the schedule and Board responsibilities for Leadership weekend.

XIII. CEO update

B. Nevidjon gave an update on the second quarter activities at the National Office.

XVII. Adjournment

The meeting was adjourned by President, S. Schneider at 7:58 pm EDT.

Respectfully submitted,

Barbara Holmes Gobel, MS, RN, AOCN
Secretary, Oncology Nursing Society