

**NATIONAL ASSOCIATION OF
PARLIAMENTARIANS®
(NAP)**

**Board of Directors
Minutes of the Regular Meeting
August 14, 2018**

Call to Order:

Vice President Darlene Allen, PRP, called the regular meeting of the NAP Board of Directors to order at 8:03 pm Eastern Daylight Time (EDT), on August 14, 2018. The meeting was held utilizing AdobeConnect.com.

Board Members Present:

Secretary Kevin Connelly stated that the following board members were present: Vice President Darlene Allen, PRP; Secretary Kevin Connelly, PRP; Treasurer Wanda Sims, PRP; Director-at-Large Joyce Brown-Watkins, PRP; Director-at-Large Ann Rempel, PRP; Director-at-Large Alison Wallis, PRP; and District 5 Director Larry Martin. President Jim Jones, PRP, entered the meeting at 8:13 PM.

Quorum:

With seven voting members present, a quorum was established.

Advisers Present:

NAP Executive Director Cyndy Launchbaugh;
Paul McClintock, PRP, AdobeConnect technological support;
James H. Stewart, PRP, parliamentarian.

Guests:

Craig Michie, Dan Ross, Don Freese, Greg Goodwiller, Jeanette Williams, Karen Clemons, Loretta Tillery, Lori Lukinuk, Michael Peck, Ramona Marsalis-Hill, Richard Brown, Rosemary Seghatoleslami, and Vivian Vincent.

Minutes Approval:

Minutes Approval Committee Chairman Larry Martin reported that the minutes of the regular meeting of May 24-27, 2018, were approved and posted on the website, and the minutes of the executive session meeting of May 27, 2018 were approved.

Executive Director's Report:

Executive Director Cyndy Launchbaugh gave highlights from her written report.

Arrival of President Jones:

President Jim Jones, PRP, arrived at 8:13 PM and assumed the chair.

Financial Report:

Treasurer Wanda Sims, PRP gave the NAP financial report.

Report of the President:

In addition to his written report, President Jones welcomed the board members and guests, and thanked the members of the Santa Fe Unit, the Jacomo Unit, and the Fishing River Units for manning the booths at the Veterans of Foreign Wars and Jack and Jill of America Conventions. He also thanked the cluster leaders Lorretta Tillery, Ramona Hill, PRP, and Brunhilda Williams-Curington for their participation at these events.

President Jones also answered questions from board members about NAP's agreement with Jack and Jill of America.

Board Member Reports:

There were no other additions to the written reports of the other board members.

Whistleblower Protection Policy:

The Whistleblower Protection Policy (see attachment A) was adopted without objection. It will be placed in the personnel manual.

Appointments:

Without objection, the Board approved the appointment of Nilda Rivera as the 2019 Assistant Convention Coordinator.

Committee Reports:

There were no additions to the written reports of the clusters and committees submitted.

New Business:

Without objection, the board adopted the motion to Amend Something Previously Adopted so that the minutes of the regular meeting of May 24-27, 2018 reflect that Vice President Darlene Allen was present via AdobeConnect.com for the first hour of the first session of the meeting.

Announcements:

President Jones announced that the next board meeting is scheduled for 4:00 PM, Wednesday, September 6, 2018, at site of the NAP Training Conference in Buffalo, NY.

Adjournment:

With no further business to come before the Board, the regular meeting was adjourned at 9:04 PM EDT.

Kevin Connelly, PRP
NAP Secretary

Minutes Approval Committee:

Chair Larry Martin, PRP

Date Approved

Alison Wallis, PRP

Date Approved

Joyce Brown-Watkins, PRP

Date Approved

Attachment A: Whistleblower Protection Policy

NAP requires directors, officers, and employees to observe high standards of business and professional ethics in the conduct of their duties and responsibilities. As employees and representatives of NAP, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that NAP can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of NAP's Code of Conduct or suspected violations of law or regulations that govern NAP's operations.

No Retaliation. It is contrary to the values of NAP for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing NAP. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline, up to and including termination of employment.

Reporting Procedure. NAP has an open door policy and suggests that employees share their questions, concerns, suggestions, or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the NAP President. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the NAP President, who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor or the Executive Director.

Compliance Officer. The NAP President is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The NAP President will advise the Board of Directors of all complaints and their resolution and will report at least annually to the Treasurer on compliance activity relating to alleged accounting or financial improprieties.

Accounting and Auditing Matters. The NAP President shall immediately notify the Treasurer of any concerns or complaints regarding corporate accounting practices, internal controls, or auditing work, and shall work with the Treasurer until the matter is resolved.

Acting in Good Faith. Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a violation. Any allegations that prove not be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality. Violations of suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations. The NAP President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action taken, if warranted by the investigation.