

**NATIONAL SOCIETY FOR HISTOTECHNOLOGY
HOUSE OF DELEGATES
MINUTES
Orlando, FL
September 20, 2017**

I. CALL TO ORDER

The 42nd Annual Session of the National Society for Histotechnology House of Delegates was called to order at 7:05 PM. Joanna Barton, Speaker of the House of Delegates, introduced the Time Keeper, Barbara Bujak; Secretary of the HOD, Jennifer Harvey; and Parliamentarian, Colette Collier Trohan.

II. ADOPTION OF THE CREDENTIALS REPORT

The Credentials report was presented by Debra Wood, the Credentials Committee Chair.

House Members	Possible	Qualified	Credentialed	Seated
HOD Speaker	1	1	1	1
HOD Secretary	1	1	1	1
Officers	5	5	5	4
Region Directors/Alternates	9	16	9	9
Appointed Committee Chairs/Alternates	12	15	12	11
Elected Committee Chairs/Alternates	4	8	4	4
Constituent Society Presidents/Alternates	43	31	20	18
Constituent Society Delegates/Alternates	83	53	34	30
Non-Constituent Areas Representatives	9	1	1	1
Total	167	131	87	79

Constituent Societies w/o Credentialed Representation	Non-Constituent Areas w/o Credentialed Representation
Arkansas	Alaska
Connecticut	District of Columbus
Delaware	Hawaii
Iowa	Idaho
Kansas	North Dakota

Louisiana	South Dakota
Maine	US Virgin Islands
Massachusetts	West Virginia
Mississippi	Wyoming
Nevada	
New Hampshire/Vermont	
New Mexico	
New York	
Oklahoma	
Oregon	
Pennsylvania	
Puerto Rico	
Rhode Island	
South Carolina	
Virginia	
Washington	

MOTION: As directed by the Credentials Committee, I move the adoption of this report as the official roll of the voting members of the House of Delegates.

Debra Wood, Credentials Committee Chair

MOTION ADOPTED

III. **ADOPTON OF THE HOUSE RULES (Appendix A)**

House Rules were read by Konnie Zeitner, Bylaws Committee Chair

MOTION: On behalf of the Bylaws Committee, I move the adoption of the House Rules as read.

Konnie Zeitner, Bylaws Committee Chair

MOTION ADOPTED

IV. **ADOPTION OF THE MEETING AGENDA**

Adoption of the agenda, as printed, by majority vote.

V. **APPOINTMENTS**

The Speaker of the House of Delegates appointed the following positions:

A. **Minutes Committee**

1. Sandra Christiansen
2. Monty Hyten
3. Steven Westra

B. **Doorman- Kerry Crabb**

- C. Chief Teller- Andre Zamorano
- D. Tellers
 - 1. Anna Harris-Shaw
 - 2. Meifen Lu
 - 3. Kimberly Robertson
 - 4. Minga Vargas
- E. Time Keeper-Barbara Bujak
- F. Parliamentarian-Colette Collier Trohan

VI. ELECTION OF JUDICIAL COMMITTEE MEMBERS

The following comprise the current Judicial Committee:

- Dot Kuebler, Chair - term expires 2018
- Sharon Walsh - term expires 2017
- Jerry Santiago - term expires 2017
- Michelle Coker - term expires 2018
- Kerry Crabb - term expires 2018

Judicial Committee Members with terms expiring this year:

- Sharon Walsh - Committee member
- Jerry Santiago - Committee member

A. JUDICIAL COMMITTEE MEMBERS NOMINATIONS

Two (2) members are to be selected during the HOD

- 1. Nominations
 - a. Jerry Santiago
 - b. Jeannette Wallen
- 2. Elections

Jerry Santiago and Jeannette Wallen elected as Judicial Committee Members as declared by Speaker Joanna Barton.

VII. REPORTS

- A. REPORTS OF OFFICERS – No updated reports.
- B. REPORTS OF THE BOARD OF DIRECTORS – No updated reports.
- C. REPORTS OF APPOINTED STANDING COMMITTEES – No reports at this time.
- D. REPORTS OF ELECTED STANDING COMMITTEES
 - 1. Bylaws Committee Report - No updates at this time.

2. Nominations-Election Committee Report
John Shelley, Nominations-Election Committee Chair, reported that nomination forms were available and to please nominate people since the elections will be held in April.

VIII. NEW BUSINESS

A. Policies for Approval

1. NSH Elections Policy (Appendix C)

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Policy on Elections be adopted as stated in Appendix C.

Konnie Zeitner, Bylaws Committee Chair and member of Policies and Procedure Task Force

MOTION ADOPTED

2. Contact with Legal Counsel Policy (Appendix D)

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Policy on Contact with Legal Counsel be adopted as stated in Appendix D.

Konnie Zeitner, Bylaws Committee Chair and member of Policies and Procedure Task Force

MOTION AMMENDMENT: I move that the wording in paragraph beginning 'Contact include' majority vote of correct officers or majority vote of judicial committee members.

Michael Bourgeois, GA president

NO SECOND-MOTION FAILED

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Policy on Contact with Legal Counsel be adopted as stated in Appendix D.

Konnie Zeitner, Bylaws Committee Chair and member of Policies and Procedure Task Force

MOTION ADOPTED

3. Records Retention Policy (Appendix E)

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Policy on Record Retention and Document Destruction be adopted effective January 1, 2018 as stated in Appendix E.

Konnie Zeitner, Bylaws Committee Chair and member of Policies and Procedure Task Force

MOTION AMMENDMENT: I move in item 2., a., i., that we add House of Delegates minutes and Board of Directors before meeting minutes.

Dot Kuebler, Judicial Committee Chair

MOTION AMENDED

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Policy on Record Retention and Document Destruction be adopted effective January 1, 2018 as amended.

**Konnie Zeitner, Bylaws Committee Chair and
member of Policies and Procedure Task Force**

MOTION ADOPTED AS AMENDED

4. Fraud Policy ([Appendix F](#))

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Policy on Fraud be adopted as stated in Appendix F.

**Konnie Zeitner, Bylaws Committee Chair and
member of Policies and Procedure Task Force**

MOTION ADOPTED

5. Harassment Policy ([Appendix G](#))

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Harassment Policy be adopted as stated in Appendix G.

**Konnie Zeitner, Bylaws Committee Chair and
member of Policies and Procedure Task Force**

MOTION AMMENDMENT: I move that we add **military status** after mental disability in paragraph Prohibited Conduct.

Michael Bourgeois, GA president

MOTION AMENDED

MOTION: As directed by the Policies & Procedures Task Force, I move that the National Society for Histotechnology Harassment Policy be adopted as amended.

**Konnie Zeitner, Bylaws Committee Chair and
member of Policies and Procedure Task Force**

MOTION ADOPTED AS AMENDED

B. Governance Discussion

MOTION: I move that the HOD direct the Governance Review Task Force to investigate and make governance recommendations to the HOD.

**Konnie Zeitner, Bylaws Committee Chair and
member of Policies and Procedure Task Force**

MOTION ADOPTED

IX. OPEN SESSION

There were no items for open session.

X. ANNOUNCEMENTS

John Shelley thanked the staff and board for a great meeting and is looking forward to St. Louis in 2018.

XI. ADJOURMENT

Joanna Barton, Speaker of the House of Delegates, adjourned the National Society for Histotechnology House of Delegates session at 9:38 PM, until the 43rd Annual House of Delegates meeting to be held September 26th 2018 in St. Louis, Missouri.

The minutes were approved by the Minutes Committee October 20, 2017.

Jennifer Harvey, House of Delegates Secretary

**NATIONAL SOCIETY FOR HISTOTECHNOLOGY
HOUSE OF DELEGATES
PROPOSED STANDING RULES OF THE CONVENTION**

Rule 1. The Speaker of the House shall select a doorman from the members of the Credentials Committee to record all delegates leaving and/or entering the House during Deliberations.

Rule 2. The Speaker shall appoint a Minutes Committee for review and approval of the recorded minutes.

Rule 3. All motions made by delegates of the House shall be in writing and delivered to the Secretary of the House by the tellers appointed by the Speaker of the House. Delegates will not be required to leave their seats to deliver written motions. Written motions should bear the name of the motion maker and the Secretary will add the name of the seconder.

Rule 4. No delegate may speak a second time on an issue, if there is anyone who has not yet been recognized and had an opportunity to speak. When recognized, a speaker may speak no more than three minutes. The speaker may recognize consultants such as the attorney or parliamentarian to provide advice on a matter before the house.

Rule 5. The Speaker shall appoint tellers to distribute, collect, and tabulate written ballots. Delegates will place their ballot in the containers which are passed among the delegates and returned to the Tellers.

Rule 6. The Speaker shall appoint a chief teller to oversee the distribution, collection, and tabulation of the written ballots; a written report of the compiled results shall be submitted to the Secretary of the House for announcement and publication.

Rule 7. If an election remains tied after three ballots, the candidate receiving the lowest number of votes will be removed from subsequent ballots.

Rule 8. All written ballots taken during the session shall be destroyed upon the adjournment of that House session.

National Society for Histotechnology Elections Policy

The Nominations-Election Committee shall provide oversight of the election process including submission of candidate information, deadlines, communications, and election results. The NSH Office will work with the election vendor to manage the electronic voting process and facilitate communications pertaining to the election process.

(Appendix D)

National Society for Histotechnology Contact with Legal Counsel Policy

Contact with the National Society for Histotechnology Legal Counsel is to be authorized by either the President or Executive Director on pending matters. Legal fees are assessed for time spent. If necessary for Judicial Committee matters, the President or Executive Director will authorize direct discussion. Exceptions to this policy when Legal Counsel may be contacted directly are to report a violation of law, NSH Bylaws, or NSH Policy.

National Society for Histotechnology Record Retention and Document Destruction Policy

1. Rules - The Organization's staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules:
 - a. Paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Finance and/or Executive Office staff/departments or their equivalents.
 - b. All other documents may be destroyed after three years.
 - c. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or litigation.

2. Terms for retention-
 - a. Retain permanently:
 - i. Governance Records – Charter and amendments, Bylaws, other organizational documents, **House of Delegates minutes** and **Board of Directors** meeting minutes.

 - ii. Tax Records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.
 - iii. Annual Audit Reports
 - iv. Intellectual Property Records – Copyright and trademark registrations and samples of protected works.
 - v. Financial Records – Audited financial statements, attorney contingent liability letters.
 - vi. Insurance Records

 - b. Retain for seven years:
 - i. Lease and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for seven years after the termination, expiration, non-renewal of each agreement).

 - c. Retain for six years:

- i. Pension and benefit records – Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.
 - ii. Employee/employment records (time to toll after employment separation or contractor termination) – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status.
- d. Retain for five years:
- i. Government relations records – State and federal lobbying and political activity reports and supporting records.
- e. Retain for three years:
- i. All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.

3.Exceptions - Exceptions to these rules and terms for retention may be granted only by the NSH President or Executive Director.

National Society for Histotechnology Fraud Policy

Background: This fraud policy is established to facilitate the development of controls that will aid in the detection and prevention of fraud against the National Society of Histotechnology (NSH). It is NSH's intent to promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

Scope of Policy: This policy applies to any irregularity, or suspected irregularity, involving employees as well as members and member leaders. Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to NSH.

Policy: The NSH President, Treasurer, and Executive Director are responsible for the detection and prevention of fraud, misappropriations, and other irregularities. Fraud is defined as the intentional, false representation, or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury.

Actions Constituting Fraud: The terms defalcation, misappropriation, and other fiscal irregularities refer to, but are not limited to:

- Any dishonest or fraudulent act
- Misappropriation of funds, securities, supplies, or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Profiteering because of insider knowledge of company activities
- Disclosing confidential and proprietary information to outside parties
- Disclosing to other persons securities activities engaged in or contemplated by NSH
 - Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to NSH. Exception: Gifts less than \$50 in value.
 - Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment;
and/or
- Any similar or related irregularity

Investigation: Any irregularity that is detected or suspected must be reported immediately to the NSH Executive Director or NSH President who will coordinate all investigations with legal counsel and other affected areas, both internal and external, and the NSH President shall form a group tasked with investigating the irregularity. The group constituting the investigative team shall be referred to herein as the "Investigation Unit." The NSH President shall designate the members of the Investigation Unit as appropriate, which may be made up of the NSH President, Executive Director, or Treasurer, and one or more members of Board

of Directors, as well as legal counsel. The Investigation Unit has the primary responsibility for the investigation of all suspected fraudulent acts as defined in the policy. If the investigation substantiates that fraudulent activities have occurred, the Investigation Unit will issue reports to appropriate designated individuals and, if appropriate, to the Board of Directors. Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with legal counsel and the Board of Directors, as will final decisions on disposition of the case.

Confidentiality: The Investigation Unit treats all information received confidentially. Any NSH member leader or NSH employee who suspects dishonest or fraudulent activity will notify the NSH President or Executive Director immediately, and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act (see Reporting Procedure section below).

Authorization for Investigating Suspected Fraud: Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect NSH from potential civil liability. Members of the Investigation Unit will have:

- Free and unrestricted access to all NSH records and premises, whether owned or rented; and
- The authority to examine, copy, or otherwise access all or any portion of storage facilities or media containing NSH property without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation.

Reporting Procedures: Great care must be taken in the investigation of suspected improprieties or irregularities to avoid mistaken accusations or alerting suspected individuals that an investigation is under way. An employee who discovers or suspects fraudulent activity will contact the NSH President or Executive Director immediately. The employee or other complainant may remain anonymous. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer should be directed to the Investigation Unit or legal counsel. No information concerning the status of an investigation will be given out. The proper response to any inquiries is, "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

The reporting individual should be informed of the following:

- Do not contact the suspected individual to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by the Investigation Unit.

Termination: If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by the Executive Director and, if

necessary, by outside counsel, before any such action is taken. The Investigation Unit does not have the authority to terminate an employee. The decision to terminate an employee is made by the Executive Director.

Other Irregularities: Irregularities concerning an employee's moral, ethical, or behavioral conduct should be resolved by Executive Director, not the Investigation Unit. If there is any question as to whether an action constitutes fraud, contact the Executive Director for guidance.

Administration: The NSH President and Executive Director are responsible for the administration, revision, interpretation, and application of this policy. The policy will be reviewed annually and revised as needed.

National Society for Histotechnology Harassment Policy

Purpose:

The National Society for Histotechnology (NSH) and its members are committed to full compliance with all laws and regulations, and to maintaining the highest ethical standards in the way we conduct our operations and activities. This policy is intended to state who is covered by the policy and to define what is considered unacceptable behavior. The policy's intent is to distinguish between unlawful harassment and unacceptable behavior, which are different issues requiring different resolutions, and provides guidance to the organization when harassment allegations are made and how to respond to them.

Who Is Covered by the Policy:

This policy applies to the following people, referred to as NSH Volunteers:

- Members of the NSH Board of Directors
- Members of the NSH House of Delegates
- All individuals who act on the NSH's behalf through election, appointment (including appointment to a committee), or Board or Executive Committee action, or under authority from its Bylaws.

Prohibited Conduct:

This policy prohibits discriminatory or harassing behavior (that is, unwelcome conduct) directed toward a person because of his or her sex, race, color, religion, national origin, age, marital status, personal appearance, sexual orientation, family responsibilities, physical or mental disability, military status, or political affiliation. Further, this policy prohibits any conduct severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.

Accordingly, no NSH Volunteer shall:

- Engage in or facilitate any discriminatory or harassing behavior directed toward NSH officers, directors, members, other NSH Volunteers, staff, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in connection with activities relating to the NSH.
- Engage in speech or conduct which is disparaging or derogatory of persons based on any of the factors mentioned above.

Reporting a Violation:

Violations of this policy may be reported to the NSH's President, Speaker of the House, Executive Director, or NSH's Legal Counsel. The Legal Counsel will be responsible for investigating any reported violation, and will present his or her findings and recommendations to the Board of Directors. If there is a conflict of interest, independent counsel will be retained to conduct the investigation, and to present findings and recommendations to the Board.

Board Action:

After receiving the General Counsel's findings and recommendations, the Board shall conduct such proceedings and take such action as may be appropriate and authorized under applicable law or the Bylaws. If an NSH volunteer leader has been charged with the pertinent violation, he or she may present arguments and supporting evidence on his or her behalf, but will not otherwise influence or participate in the Board's proceedings on the violation.