

**TNI Board of Directors Meeting  
April 14, 2010**

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**1. Roll Call, Welcome New Directors and Approval of March 10 Minutes**

Directors	Present
Joe Aiello	X
Aaren Alger	X
Steve Arms	X
Susan Boutros	X
Judith Duncan	X
Robert DiRienzo	X
Zonetta English	X
Jack Farrell	X
Ken Jackson	
Sharon Mertens	
Judy Morgan	X
Matt Sica	X
Alfredo Sotomayor	X
Dave Speis	X
Elizabeth Turner	X
Curtis Wood	X
Bob Wyeth	X
Ex-Officio Directors	
Brenda Bettencourt	X
Brooke Connor	X
George Detsis	
Edward Hartzog	
Staff	
Carol Batterton	
Jerry Parr	X
Ilona Taunton	X
Jane Wilson	X
Janice Wlodarski	X

**Approval of March 2010 Minutes:**

**Motion to Approve:** Dave Speis  
**Second:** Judy Morgan  
**Approved:** Unanimous

With changes: Alfredo was present at meeting.

**2. Election of Officers**

From Article V of the TNI Bylaws:

The Officers shall be a Chair, Past-Chair, Vice-Chair, Secretary and Treasurer. Other Officers may be established by the Board of Directors. The Officers, with exception of the Past-Chair, shall be elected annually at the first meeting of the newly elected Board of Directors, from among its members.

**Current Officers**

Chair – Steve Arms  
Vice Chair– Sharon Mertens  
Past Chair – Judy Duncan  
Secretary – Alfredo Sotomayor  
Treasurer – David Speis

**Motion to continue with current slate of Officers:** Judy Morgan  
**Second:** Jack Farrell  
**Approved:** Unanimous

**3. Corporate Governance**

In early 2007, the TNI Board considered documents provided by NFSTC that related to the governance of TNI and the roles and responsibilities of Directors. These documents did not progress primarily due to requirements relating to signatures of every Director and the issue that such action would raise within their respective organizations. Document was redrafted, significantly revised to focus on TNI activities and without a requirement for a signature, but rather, as is common practice among many organizations, an awareness of the governance issues. This document could become part of TNI's Quality Management Plan.

Thoughts regarding making the document a part of TNI's Quality Management Plan, and does the document need revision or is it okay as is:

- Review document on annual basis as review of board duties & responsibilities. Record in minutes that document was reviewed each year.
- Document is fine, although should the Statement of Fiduciary Responsibility be separate or a new Section? Jerry will incorporate it as Section 12 "Fiduciary Responsibility"
- It should be incorporated into QMP and posted on website for everyone to see.
- Item #9 "Institute history..." #6 under "Fiduciary" – not needed. Delete.
- Ken Olsen did review and he was ok with document.

Jerry will combine both documents into one and then everyone will review and approve via email.

**4. TNI Code of Ethics (Attachment 1)**

In researching a Code of Ethics for TNI Members, a Code of Ethics for non-profit organizations was also discovered. This document was modified very slightly to fit TNI. This document could become part of TNI's Quality Management Plan.

- This is an extension of our Bylaws – core operational principles.
- It reads well.
- Is different than our Membership Code of Ethics policy – this is the organization as a whole; the membership code of ethics is for individual members.
- Place in the QMP and post on website as well.

- Make it clearer at beginning of document, the difference between NELAC as a whole and the Membership Code of Ethics (opening paragraph). Reference the MCE policy also.
- Fundraising – does this cover all the ways that we get funds? Talks a lot about donations – not about how you raise money but that you use the money appropriate and provide info about how the money is used. Should reflect this in the first sentence – donors vs. contributors or something like that (IX. Fundraising).
- Fundraising – need to change title to “Grants, Dues, and Other Donations” or something like that.

Jerry will make changes and send via email for review and approval

## **5. Strategic Planning**

The last strategic planning meeting for TNI was in March 2007. Most of the objectives in that plan have been accomplished and it is time to consider another meeting.

We are looking at a Mon/Tuesday or Thursday/Fri, the 3<sup>rd</sup> of 4<sup>th</sup> week in June for a meeting. The most logical places to meet with the least travel for people are the Dallas or Philadelphia areas. Orlando was also mentioned as a possibility. Those that cannot come can be patched in via conference call.

For the new Board Members – the Strategic Planning Session is a time to develop goals, strategies, and objectives for the next 3 – 5 years. We have been using the book “Strategic planning for non-profit organizations”. The session is a very organized, orchestrated process, with lots of structure as to how it’s accomplished. Preliminary work would be done and there would be documents to be reviewed before the meeting. Some issues reviewed in more depth than just goals and objectives. Primary Topics: NELAP, Field program.

## **6. TNI Organization and Bylaw Changes**

Other than some minor comments from the PT Board that reflect details about this program, no comments have been received from any TNI member about the proposed change in organizational structure. These changes will be presented in detail at the May board meeting and taken up for action at the June meeting. Note that two items unrelated to the structure of TNI are included just to clean up a couple of minor issues.

Below are the proposed changes to the bylaws that are being considered by the Policy Committee.

### **Article III, Membership**

- Add language to require members to agree to follow Code of Ethics.

### **Article VI, Core Programs**

- Revise to be consistent with new organizational structure.

### **Article VII, Committees**

- Add NELAP Accreditation Council as a Standing Committee.
- Change composition of Executive Committee to be Officers

Review at June Strategic Planning Meeting.

**7. NELAP Board Response to TNI Board Memo (Attachment 2)**

Shows a commitment of moving forward.

Aaren: Developed workgroup Steve Stubb, Susan Wyatt and Aaren are working on formal response – have a good draft for already. Will take each item in memo and address individually with what is already being done. Well on way to having a good response. Will have more detail – for May TNI Board call.

Steve: A couple of things didn't make it into the memo: slight wording change – end of memo talks about things the ABs would do – we wanted these to be looked at collectively and individually by the ABs. Ken Jackson also has suggested actions – listed in minutes from last meeting (item #2 from 3/10 meeting)... Want to point these out just for consideration.

**8. Policies and SOPs for Review**

The Policy Committee has developed two polices and one SOP for the Board's review. These documents are being provided as separate attachments with this Board agenda.

**Policy 1-106**

**Motion to Endorse:** Judy Duncan  
**Second:** Judy Morgan  
**Approved:** Unanimous  
**Effective:** Date posted on website (4/15/10)

**Policy 1-107**

Policy 1-107 is not ready to be endorsed. Alfredo will redraft some language – take it back to the group with Board comments and have it ready for May meeting.

**SOP 1-105**

**Motion to Endorse:** (?)  
**Second:** Curtis  
**Approved:** 3  
**Opposed:** 7  
**Abstentions:** 4

Did not pass BOD. Go back to Policy committee with instructions as to why it couldn't be endorsed. Alfredo needs some guidance as to what you want the Policy to do. Some degree of urgency because Guidance documents will continue to be developed in absence of the SOP.

Reason: Mostly absence of a final approval of the Guidance itself. Those voting no – email Jerry and Alfredo with what your objections were specifically. Include what you don't like about it and specifically what should be changed (timing issue).

Note: Agenda items 9, 10, and 11 in the April agenda were not discussed due to time constraints and were tabled for the next meeting.

## **Attachment 1**

### ***The NELAC Institute Code of Ethics***

DRAFT April 2010

#### **I. Personal and Professional Integrity**

All staff, board members and volunteers of The NELAC Institute (TNI) act with honesty, integrity and openness in all their dealings as representatives of TNI. TNI promotes a working environment that values respect, fairness and integrity.

#### **II. Mission**

TNI has a clearly stated mission and purpose, approved by the board of directors, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of the organization understand and are loyal to that mission and purpose. The mission is responsive to the constituency and communities served by the organization and of value to the society at large.

#### **III. Governance**

The organization has an active governing body, the TNI Board of Directors that is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the organization. The Board of Directors:

- Ensures that its Directors have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the organization and its public purpose;
- Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means; and
- Is responsible for the hiring, firing, and regular review of the performance of the Executive Director, and ensures that the compensation of the Executive Director is reasonable and appropriate;
- Ensures that the Executive Director and appropriate staff provide the Board with timely and comprehensive information so that the governing body can effectively carry out its duties;
- Ensures that the organization conducts all transactions and dealings with integrity and honesty;
- Ensures that the organization promotes working relationships with Directors, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;
- Ensures that the organization is fair and inclusive in its hiring and promotion policies and practices for all board, staff and volunteer positions;
- Ensures that policies of the organization are in writing, clearly articulated and officially adopted;
- Ensures that the resources of the organization are responsibly and prudently managed; and,
- Ensures that the organization has the capacity to carry out its programs effectively.

#### **IV. Legal Compliance**

TNI is knowledgeable of and complies with all laws, regulations and applicable international conventions.

#### **V. Responsible Stewardship**

TNI manages its funds responsibly and prudently. This includes the following considerations:

- A reasonable percentage of TNI's annual budget is expended on programs in pursuance of its mission;
- An adequate amount of funding is provided on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
- Staff, and any others who may receive compensation, are compensated reasonably and appropriately;
- Operating funds are not accumulated excessively;
- All spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and,
- All financial reports are factually accurate and complete in all material respects.

## **VI. Openness and Disclosure**

TNI provides comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about the organization will fully and honestly reflect the policies and practices of the organization. Basic informational data about the organization, such as the Form 990, reviews and compilations, and audited financial statements will be posted on the organization's website or otherwise available to the public. All solicitation materials accurately represent the organization's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

## **VII. Program Evaluation**

TNI regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The organization is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. TNI is responsive to the needs of its constituencies.

## **VIII. Inclusiveness and Diversity**

TNI promotes inclusiveness and its staff, Directors and volunteers reflect diversity in order to enrich its programmatic effectiveness. The organization takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

## **IX. Fundraising**

In raising funds from the public, TNI will respect the rights of donors, as follows:

- To be informed of the mission of the organization, the way the resources will be used and their capacity to use donations effectively for their intended purposes;
- To be informed of the identity of those serving on the organization's Board and to expect the Board to exercise prudent judgment in its stewardship responsibilities;
- To have access to the organization's most recent financial reports;
- To be assured their donations will be used for the purposes for which they were given;
- To receive appropriate acknowledgement and recognition;
- To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
- To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature;
- To be informed whether those seeking donations are volunteers, employees of the organizations or hired solicitors;

- To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share; and,
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

**Attachment 2**

**Memo from NELAP Board**

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MEMORANDUM

From: NELAP Board  
To: TNI Board of Directors  
Date: April 5, 2010  
Subject: RE: NELAP Processes and Procedures

I prepared this memorandum on behalf of the NELAP Board to let you know how we are progressing with regard to your memorandum dated March 10, 2010.

I received the TNI Board's memorandum on March 10 and distributed it to the members of the NELAP Board on April 5, 2010. The Board began its initial review and discussion of the issues outlined in the memorandum during its April 5, 2010 teleconference. The NELAP Board plans to continue its discussion during the April 19, 2010 teleconference. Further, the NELAP Board plans to make this topic a regular part of its agenda as it develops and implements a plan for developing a response.

The NELAP Board is mindful of the support the TNI Board has provided in the past and welcomes the TNI Board's offer of assistance in this matter. I will contact you to follow up on establishing the recommended workgroup.

The NELAP Board also recognizes the unique relationship that exists among TNI, accreditation bodies, and the U.S. Environmental Protection Agency. During our April 5, 2010 teleconference, the NELAP Board was unanimous in its desire to address the concerns outlined in the TNI Board's memorandum and to find and implement effective solutions as expeditiously as possible. The NELAP Board believes it will be able to finalize its plan by July 2010.

Please let me know if I can provide any additional information or assistance. In the meantime, the members of the NELAP Board look forward to working with you.

Thank you,

Aaren Alger, Chair  
NELAP Board

## **Attachment 3**

### **PROGRAM REPORTS**

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#### **CONSENSUS STANDARDS DEVELOPMENT**

- SSAS has finalized an updated version of their FAQ document and it will be posted on the TNI site this week. The committee is continuing with development of the central database and a subcommittee continues to work on updates to the audit sample table. The committee is still working with the expectation that EPA will finalize its new rules by the end of April.
- QS and AB committees are working on SIRs.
- QS is also taking up questions from Jerry that have arisen during presentations of the new TNI standard.
- Silky Labie elected as chair of QS.
- Ilona has contacted the CSDB and the relevant individual Expert Committee chairs about LASC tracking of implementation related activities, so all CSDB committees should be contributing to that information.

#### **NEFAP**

- Three SOPs have been finalized and forwarded to the Policy Committee for review: General Operations, Voting, Nomination. The Dispute and Evaluation Procedures should be finalized before the end of April. The Board is also working on audit checklists, an application and the certificate.
- A first pass of the budget has been distributed to NEFAP Board members. Comments are being incorporated. The budget is being considered in determining the evaluation and accreditation process.
- The MOU between TNI and EPA regarding the Lead Program has been approved. It should be publicized by April 22, 2010 (Renovation and Paint Rule goes into effect.)
- NEFAP would like to be accepting applications from ABs by June 1, 2010.

#### **NELAP**

##### **NELAP Board**

- The NELAP Board has delayed taking action on the IL renewal recommendation pending additional information from the Evaluation Team. The Evaluation Team recommended renewal and a surveillance assessment in one year to verify corrective action. The NELAP Board is inquiring about the evaluation team's thoughts on the extent of the requested surveillance assessment.
- The technical review of MN's application is complete, and the findings have been forwarded to the MN program. The onsite is scheduled for the second week in May.

- OK representatives indicated that their application to become an AB may be delayed until mid-2011. A state statute and regulations need to be revised.
- The NELAP Board has reviewed and discussed the memo from the TNI Board and has prepared a preliminary response. A work group has been formed to prepare a more detailed action plan.
- A review of AB renewal dates is ongoing in order to determine if the next round of renewals can be done to the new TNI standard.
- It appears that at least one AB may not be able to pay the recognition fee that will be assessed to all ABs in July 2010. The NELAP Board will be having further discussion on fee assessment and consequences if an AB cannot or does not pay the assessed recognition fee. An SOP will be developed.
- There has been no resolution of the SW-846 accreditation issue.

### **Technical Assistance Committee**

- TAC is planning the following for the summer meeting :
  - Mentor Session – Monday 9:00 am – 12:00 pm
  - Quality Manual Working Session – Monday 9:00 am – 12:00 pm
  - Methods Panel – Monday 1:30 pm – 5:00 pm
  - Assessment Forum – Tuesday 9:00 am – 5:00 pm
  - Assessor Training Volume 2- Thursday morning 1.5 hours
  - Assessor Training – Enforcement Thursday 1:30 pm – 5:00 pm
  - Accreditation Workshop (The TNI Standard) – Friday 8:00 – 3:00 pm
- Workshops on the new TNI Standard have been held in Chicago, Syracuse, Edison, and Boston. The next workshops will be held in Salt Lake City and Portland, followed by Texas. Over 100 have participated so far.
- TAC has formed a sub-committee to develop “The TNI Standard for Dummies” intended for use by small laboratories.
- Quality manual template group to meet in July in Southern California.
- A subcommittee has been formed to review Standard Interpretation Requests.
- A subcommittee is looking at the best way to continue to share the information from the LOD/LOQ presentation in Chicago. A PDF is currently posted on the TNI website, but it is missing all of the animation. The group is looking at possible webinars.

### **Laboratory Accreditation System Committee**

- Standards Interpretation Request (SIR) process:
  - 1 request was received in March and forwarded to the Quality Systems Expert Committee. The SIR Table has been updated and additional follow-up is needed on outstanding SIRs.
  - The LASC has received comments from the Policy Committee, NELAP Board and CSDB regarding the recent update of the SIR SOP. These comments have provided some insight to help improve the process. The NELAP Board and CSDB were concerned that responses from the Expert Committees and Boards include opinions and grammatical errors that are inappropriate for posting on the TNI website. Through various discussions the following actions are being taken:

- All responses must be reviewed by the committee or board Program Administrator before they are finalized and forwarded to the LASC.
  - All current responses that are awaiting NELAP Board review will be reviewed by June, Aaren and Ilona to look for needed changes – removal of opinions, correct grammar and spelling, appropriateness, etc ... Any needed changes will be forwarded to the original committee or board for an update. They will then be posted to the new website that is now fully functional to allow NELAP Board members to give their approval of SIRs on-line.
  - LASC has formed a subcommittee that will rewrite the SIR SOP to improve flow and incorporate the Policy Committee's suggestions. They will be meeting on Friday, 4-16-10.
- The LASC has been working on preparation of an Implementation Project Summary to help TNI track action items needed to smoothly implement the new standard. Many of the committees and boards have provided input. A DRAFT will be sent to the Program Administrator's for comment and then it will be distributed to all the committee and board chairs for comment. The final step will be to post it on the website so that members can see the progress that is being made, chairs can make sure that efforts are not being duplicated, LASC can follow-up on due dates, etc ... It will be a living document that will receive continuous updates. The DRAFT is still missing many implementation and follow-up dates. These dates will be added after the PA review.

### **Consistency Improvement Task Force**

- The CITF has refined their work plan and assigned workgroup leaders to each task. The workgroups and leaders are: **Establish Realistic Expectations about Consistency** (Alfredo Sotomayor), **On-Site Assessments of Laboratories** (Jack Farrell), **Evaluations of Accreditation Bodies** (Steve Stubbs), and **Laboratories and Users of Laboratory Services** (Verl Preston). Long term and short term goals have been established for each workgroup.

### **PROFICIENCY TESTING**

- The Chem FoPT Subcommittee is continuing to work on limit updates. They are now working on updates to the Solid and Chemical Waste Fields of Proficiency Testing table. The PT Board will be considering the Final Draft of the NPW FoPT table at their next meeting – April 15, 2010. The goal for effective dates for upcoming table updates are as follows: July 1, 2010 effective date for DW, October 1, 2010 for NPW and January 1, 2011 for SCW.
- The Field PT Subcommittee is working through procedures for developing limits for the EPA Lead program. They are working with various agencies and companies to accumulate enough data to set some initial limits.
- ACLASS has sent in an application and supporting documents to be a TNI recognized accreditor of environmental proficiency test providers. This application will be reviewed on the PT Board conference call (4-15-10.)
- The Board is working through the issue of using the data in the PT database for future FoPT table updates. The PT providers want to ensure that any data that is forwarded is only used for limit updates. They would prefer that the number of studies ("n") not be public record. The PT Board will only ask for data where "n" is above a certain number.
- The issue of how the PT Board's adoption of Volume 3 and 4 of the new TNI standard impacts PT provider audits was discussed. It was decided that A2LA will provide the PT Board with a written transition plan that will be implemented during the upcoming audits. There are some requirements that cannot be immediately implemented and the transition plan will discuss how these items will be assessed during the audit and how follow-up will be performed to ensure the provider is in compliance after July 2011. Reporting is an example. The Board also provided A2LA with a detailed comparison of the 2003 NELAC Standard vs. Volume 3 and 4 of the TNI Standard. This document

should make it possible to determine any requirements that need special consideration as part of the transition plan. This topic will be discussed at the next PT Board meeting (4-15-10.)

- The Board is working on an update to the PTOB/PTPA Assessment SOP. A DRAFT has been provided to the PT Board for review at the next meeting (4-15-10.)
- The Board has responded to all outstanding Standard Interpretation Requests.

## **ADMINISTRATION**

### **Advocacy Committee**

- The next newsletter has been prepared and will be published this week. Another newsletter is scheduled for July and will highlight the summer meeting.
- Susan Wyatt and Judy Morgan are working on an outreach brochure for non-NELAP states. Based on meetings that Jerry has had with non-NELAP States at the regional standards training events, state sovereignty and the lack of EPA sponsorship is still a major issue for some states. The Advocacy Committee will research other accreditation programs that have worked without EPA sponsorship.
- Advocacy is reviewing previous concerns of other organizations and planning follow up meetings to advise these groups on the status of the new standards and other issues. Next steps will include drafting a status report letter to the organizations and offering them the opportunity to visit during the TNI meeting in Washington, DC, in August. Organizations that will be contacted are WEF, AWWA and NACWA.

### **Conference Planning (including NEMC)**

Moved date of Savannah meeting date to January 31, 2011 in return for \$10K rebate

- Began negotiations for Winter 2012 meeting
- Site visit for possible Winter 2012 meeting (Sarasota, FL)
- We received 117 abstracts to fill 102 time slots at NEMC this summer. We have about 7 more that are still being prepared to fill specific sessions. Many of the session chairs have to prioritize the presentations to determine which will be included. Sessions Include:
  - Air (1/2 session)
  - Contaminated Sediments
  - Data Reduction
  - Drinking Water
  - Emerging Technologies
  - General
  - Innovative Approaches (2 Sessions)
  - International
  - Low Level Mercury (2 Sessions)
  - Method Flexibility
  - Microbiology (2 Sessions)
  - Operational and Advocacy Issues Affecting Laboratories
  - PPCPs
  - Sensors (1/2 session)
  - Speciation (2 Sessions)

### **Information Technology Committee**

- Working on new design of website
- Continued work on Laboratory accreditation Management System

### **Policy Committee**

- The Policy Committee approved the following policies and SOPs for adoption by the TNI Board: SOP 2-101:Procedures for Committee Operations, SOP POL 1-106:Use and Ownership of TNI Developed Materials, POL 1-107:Code of Ethics for TNI Members, and SOP 1-105: Process for Creating Guidance.
- The revised SOP 5-101: Standards Interpretation was reviewed and returned to the LASC with comments.
- The Policy Committee is continuing to discuss the needed elements for a global TNI complaint SOP.
- The Policy Committee will be reviewing and approving policies and SOPs for the NEFAP program.

### **Finance Committee**

- Developed 2010 budget for Board review

## **EXECUTIVE DIRECTOR'S REPORT**

- Retained Ken Olson as general counsel
- Retained Lynn Bradley as contractor to assist with NELAP evaluations and develop QMP

### **Membership Report: March 2010**

Active Members: 638