

AMERICAN ASSOCIATION FOR RESPIRATORY CARE

Board of Directors Meeting

November 6, 2015- Tampa, FL

Minutes

Attendance

Frank Salvatore, RRT, MBA, FAARC, President
George Gaebler, MEd, RRT, FAARC, Past President
Cynthia White, MSc, RRT-NPS, AE-C, CPFT, FAARC, VP External Affairs
Lynda Goodfellow, EdD, RRT, FAARC, VP Internal Affairs
Karen Schell, DHSc, RRT-NPS, RPFT, RRT-SDS, RPSGT, AE-C, CTTS, Secretary/Treasurer
Timothy Op't Holt, EdD, RRT, AE-C
Lisa Trujillo, DHSc, RRT
Doug McIntyre, MS, RRT, FAARC
Sheri Tooley, BSRT, RRT-NPS, CPFT, AE-C, FAARC
Gary Wickman, BA, RRT, FAARC
Cheryl Hoerr, MBA, RRT, CPFT, FAARC
Keith Lamb, RRT
Natalie Napolitano, MPH, RRT-NPS, FAARC
Ellen Becker, PhD, RRT-NPS, FAARC
Kimberly Wiles, BS, RRT, CPFT

Consultants

Mike Runge, BS, RRT, FAARC Parliamentarian
Dianne Lewis, MS, RRT, FAARC, President's Council President
Deb Skees, MBA, RRT, CPFT, Past Speaker
Steve Boas, MD, BOMA Chair

Excused

Bill Lamb, BS, RRT, CPFT, FAARC
John Lindsey, Jr., MEd, RRT-NPS, FAARC

Staff

Tom Kallstrom, MBA, RRT, FAARC, Executive Director
Doug Laher, MBA, RRT, FAARC, Associate Executive Director
Tim Myers, MBA, RRT-NPS, FAARC, Associate Executive Director
Steve Nelson, MS, RRT, FAARC, Associate Executive Director
Shawna Strickland, PhD, RRT-NPS, AE-C, FAARC, Associate Executive Director
Cheryl West, MHA, Director of Government Affairs
Anne Marie Hummel, Director of Regulatory Affairs
Kim Turner, Esq., Director of Legislative Affairs
Kris Kuykendall, Executive Administrative Assistant

CALL TO ORDER

President Frank Salvatore called the meeting of the AARC Board of Directors to order at 8:06am EST. Secretary-Treasurer Karen Schell declared a quorum.

President Salvatore introduced 4 students who came to observe the meeting.

UNFINISHED BUSINESS

Strategic Goals Update – President Salvatore asked that each of the Strategic Plan Workgroups give an update of their work.

FM15-3-83.1 Natalie Napolitano moved to refer the recommendations for Summer Forum and Congress 2016 ideas from the Strategic Goals workgroup #3 to the Executive Office.

Motion carried

FM15-3-83.2 Natalie Napolitano moved to refer recommendation #3 from Strategic Workgroup #3 to the ARCF for their consideration.

Motion carried

RECESS

President Salvatore recessed the meeting of the AARC Board of Directors at 9:42am EST.

RECONVENE

President Salvatore reconvened the meeting of the AARC Board of Directors at 10:02am EST.

President Salvatore introduced 4 students who came to observe the Board of Directors meeting.

FM15-3-83.3 Gary Wickman moved to establish a formalized Speakers Bureau of present and past members of the AARC Board of Directors to attend affiliate meetings with the main goal of increasing AARC membership.

Gary Wickman moved to refer to the Executive Office.

Motion carried

FM15-3-83.4 Gary Wickman moved to create a written program much like the DELP program to engage diverse members of the association and provide scholarships to the Leadership Institute to prepare diverse professionals and organizational leaders.

Gary Wickman moved to refer to the president.

Motion carried

FM15-3-83.5 Gary Wickman moved to consider a Board of Directors mentorship program, much like the House of Delegates student mentorship, that brings in young state leaders.

Gary Wickman moved to refer to president.

Motion carried

President Salvatore asked the Strategic Goals workgroups to write their objectives for 2016 and send to him by December 31, 2015.

Tom Kallstrom presented the revised Conflict of Interest document to the Board of Directors.

FM15-3-83.6 Gaebler George moved to adopt this document as policy for the AARC.

Motion carried

The policy number will be BOD.028 – Board of Directors – Conflict of Interest. (See Attachment “A”).

NEW BUSINESS

POLICY REVIEW

BOD.003 – Board of Directors – Use of AARC Corporate Credit Card
Sheri Tooley moved to change reviewed date and accept.

Motion carried

BOD.014 – Board of Directors – Attendance at Receptions
Karen Schell moved to change reviewed date and accept.

Motion carried

(See attachment “B” for all policies.)

Deb Skees, HOD Past Speaker, gave the results of the 2016 HOD elections. Keith Siegel, Speaker-elect; Kerry McNiven, Secretary, and Curt Merriman, Treasurer

President Salvatore began a discussion about the results of the Board Self-Assessment survey.

RECESS

President Salvatore recessed the meeting of the AARC Board of Directors at 10:40am EST.

RECONVENE

President Salvatore reconvened the meeting of the AARC Board of Directors at 10:50am EST.

Charlene Lamka, founder of FACES (Family and Caregivers Education and Support) Foundation, gave a presentation about an award that honors respiratory therapists.

The Board of Directors presented President Salvatore with a thank you gift.

President Salvatore thanked Sheri Tooley and Gary Wickman for their work on the Board.

Treasurers Motion

Karen Schell moved that expenses incurred at this meeting be reimbursed according to AARC policy.

Motion carried

MOTION TO ADJOURN

Sheri Tooley moved to adjourn the meeting of the AARC Board of Directors.

Motion carried

ADJOURNMENT

President Salvatore adjourned the meeting of the AARC Board of Directors at 11:20am EST.

Meeting minutes approved by AARC Board of Directors as attested to by:

Karen Schell
AARC Secretary/Treasurer

Date

Attachment “A”

BOD.028 – Board of Directors – Conflict of Interest

American Association for Respiratory Care Policy Statement

Policy No.: BOD.028

Page 1 of 6

SECTION: Board of Directors

SUBJECT: Conflict of Interest

EFFECTIVE DATE: November 2015

DATE REVIEWED: November 2015

DATE REVISED:

Purpose

To avoid conflicts of interest or even the appearance of a conflict of interest.

Issue

Because the AARC is composed of leaders in the field of Respiratory Care, their business and professional relationships may put them into situations where a conflict of interest or even its appearance, may arise. This document is designed to provide guidance in (a) identifying conflicts of interest; (b) analyzing conflicts of interest; (c) resolving conflicts of interest; and d) providing guidance to AARC employees, directors or agents of the Association when speaking or authoring articles for competing meetings is a conflict of interest.

Statement of the Challenges

(1) The AARC Must Remain Neutral: The respiratory care industry is serviced by a plethora of manufacturers, pharmaceutical companies and other for-profit organizations. The industry serving our profession involves the use of medical products, drugs, education, and services for which said companies frequently seek employees, directors or agents of the AARC to act as advocates for their products.

If an individual acts as a spokesperson for, or an advocate for a particular product, device, service or procedure, it is important that they understand that their participation as a recognized employee, director or agent of the AARC can be a powerful marketing tool for companies and infer AARC endorsement.

Acting in accordance with, and in the context of their regular employment, and/or, as an independent contractor, working in conjunction with those in industry may not create a conflict of interest for the AARC. The AARC does not take a position with regard to whether this is appropriate within the scientific community. However, when the same individual is identified as an officer, elected official, chair, employee, or agent of the AARC, it effectively creates an inference AARC sponsorship for, or implies tacit endorsement of that particular product, activity, or company. This is of concern to the AARC because the Association must take a neutral approach with ALL industry partners and does not take a position of advocating for one product, service or drug over another. To do so would be contrary to our mission.

American Association for Respiratory Care Policy Statement

Policy No.: BOD.028

Page 2 of 6

(2) Attendees at Educational Events Must Be Able to Critically Evaluate Information Presented:

When individuals are compensated (or where their travel and lodging are paid for) directly by a manufacturer, in order to present clinical or scientific information, this may also create the appearance of a conflict of interest, if it is not disclosed. Someone may rightly wonder if a person who is being paid \$1,000 to speak to a group about a particular piece of equipment is doing so out of a committed belief in a particular product or service, or out of lucre. This would be unacceptable.

Therefore, ethical principles suggest full disclosure of your relationship with industry, whether at AARC sponsored events or not. Please keep in mind that full disclosure of all industry relationships is best practice. It is not the responsibility of the presenter/author to determine what constitutes a real or perceived conflict of interest. That responsibility lies with the meeting attendee.

I. Identifying Conflicts of Interest

Conflicts of interest may arise in a variety of ways, but the following are two situations that good easily occur: (a) where because of an affiliation with the AARC or a state society, an individual is recruited to act as a spokesperson or presenter on a specific manufacturer's products or services, and the manufacturer intends to mention the AARC affiliation in its marketing; and (b) where an individual is asked to present information that is arguably favorable to a particular manufacturer's product or service and an underlying financial arrangement, either direct (the payment of cash honoraria) or indirect (the reimbursement of expenses or investment in the company) is not disclosed to those in attendance.

II. Analyzing Conflicts of Interest

The following policy guidance is provided to help individuals analyze conflicts of interest.

General AARC Policy Regarding Disclosure of AARC Affiliations in Advertising

Underlying Principle

AARC Neutrality Must Be Maintained.

Policy

As a general rule any director or officer of the AARC who is taking the position of, or suggests through photos, images or selective sharing of data that a particular product or service is beneficial may do so without using their AARC position in any advertising. Thus an attribution like: "As recommended by Bob Smith, St. Lukes Hospital Department Manager¹" does not create a problem. However, "Recommended by Bob Smith, AARC BOD member" does create a conflict of interest. Any AARC employee, director or agent who is asked to endorse a product or

¹ Individual hospitals may have specific limitations on employees endorsing medical products. This policy does not address that issue.

American Association for Respiratory Care Policy Statement

Policy No.: BOD.028

Page 3 of 6

service must do so only under circumstances where they are speaking in their own right, and may not mention or trade upon their AARC affiliation.

If a manufacturer refuses to remove references to a person's AARC affiliation from their marketing material, the only recourse to resolve the conflict may be to resign or discontinue their affiliation with the manufacturer.

General AARC Policy Regarding Disclosure of Corporate Interests

Underlying principle

A financial interest in a product or service is not a per se disqualification from speaking on that subject, but arrangements between speakers and manufacturers must be disclosed to permit attendees to evaluate the potential for bias in the presentation.

Policy

Any individual who is presenting at any AARC sponsored event, or any event for which CRCE credit is sought from the AARC must disclose verbally (or in writing) of any compensation, in cash or in kind, whether direct or indirect that was provided by a manufacturer, sales organization, or any other person or entity that may directly benefit from the presentation. This is common practice throughout the medical community. AARC recommends that you ask about sponsorship or peripheral requirements when first approached to present.

While specific amounts need not be disclosed a statement to the effect that "Mr. Smith's presentation today is underwritten by XYZ Medical" is sufficient to place attendees on notice that the speaker has an indirect financial interest in the presentation.

An individual who owns stock in any company that he or she may mention during the course of a presentation should similarly disclose this information on disclosure forms: "Mr. Jones owns stock of various medical product makers but has no direct financial interest in any product being discussed," is sufficient to put the attendees on notice that the speaker has an indirect financial interest in the presentation, where the presentation makes any mention of a product or service provided by that company. Similarly "ABC Corporation Has Sponsored This Lecture" is sufficient to put attendees on notice that ABC may have a corporate interest in the material being provided.

Where an individual is presenting the results of research that involve a product or service, but where the speaker has no direct or indirect financial interest in the product or service, this does not require disclosure. There is no actual conflict of interest.

Best Practice

If a presenter believes that anyone might reasonably question their independence, or their biases as a result of an arrangement they have with a manufacturer, sales organization, or other entity, they should err on the side of disclosure.

American Association for Respiratory Care Policy Statement

Policy No.: BOD.028

Page 4 of 6

Examples

A) No compensation = no disclosure

Mrs. Jones presents results from a study of a particular brand of suction device. Her research indicates that it is effective and has resulted in lower rates of infection. She neither owns stock in, nor is being compensated in any way for her presentation by the manufacturer of the device. No disclosure is required.

B) Contingent and Indirect Compensation = disclosure

Mr. Jones presents results from a study of a particular brand of suction device. His research indicates that it is effective and has resulted in lower rates of infection. He is not being compensated directly for his presentation. However, he has been told that if “enough people switch to the product this year, you’ll receive an opportunity to get shares when the company goes public.” Here disclosure is required because Mr. Jones has a contingent, indirect deferred compensation arrangement with the manufacturer, which must be disclosed.

C) Incidental Mention = no disclosure

Ms. Smith desires to present on the topic of the use of music in ventilator weaning. Ms. Smith owns stock in Best Buy Corporation (NYSE: BBY). During questions following her presentation she mentions that she purchased headphones for patients from Best Buy, but does not endorse any particular brand or suggest that others obtain headphones in this way. No disclosure is required as this was not a focus of her presentation.

D) Reasonable Suspicion of Bias = Err on the side of disclosure

Mr. Doe has always used Brand X ventilators. He has never considered any other ventilator for his hospital. He has routinely read every positive piece of literature associated with Brand X, and has steadfastly refused to read anything relating to other ventilators because “we don’t use those here.” He has no financial relationship with Brand X. He does not ask for Brand X to sponsor him, although he frequently gets calls for recommendations from people looking to buy their product. Every year at Christmas he receives a \$10 bottle of wine from the local Brand X representative. While there is not a technical conflict of interest, there is a prudential conflict of interest. Any presentation Doe does on the Brand X ventilator should be preceded with a disclosure that Brand X is the only ventilator he has ever used at his hospital.

III. Resolving Conflicts of Interest

A conflict of interest in the situation where an individual is asked to present on a subject and has a financial interest is resolved by disclosing the interest.

American Association for Respiratory Care Policy Statement

Policy No.: BOD.028

Page 5 of 6

A conflict of interest in the situation where an individual's AARC affiliation is mentioned in advertising or marketing is addressed by either (a) getting the manufacturer to pull the offending marketing material from circulation; or (b) by resigning from the leadership position with the AARC.

IV. Guidance Based on Position and Role within the AARC

AARC employees, paid consultants and in-term AARC presidents are not permitted to accept direct compensation for any professional services or consulting engagement rendered to companies working within the respiratory care industry. This does not prohibit these individuals from working with said companies so long as compensation does not change hands, is done on behalf of the AARC (not the individual) and is done with the sole purpose to strengthen strategic partnerships with industry partners.

Executive committee members should seek permission from the AARC president before speaking for or on behalf of company in which compensation or endorsement of a product or service is provided.

Officers of the Board of Directors and House of Delegate Officers are not limited to having industry relationships, to speak for or on behalf of industry or to consult with industry so long as their role and/or position within the AARC is not used to promote their stature or provide tacit endorsement for a product or service. It is best practice however and in situations where their relationship with industry is "grey", to consult with the AARC president for advisement.

V. Identifying Conflicting Organizations/Publications

Meetings

AARC employees, officers, directors of agents of the Association are permitted to present at meetings that deliver respiratory care education and NOT be considered in conflict with this document so long as the meeting sponsor meets one or more of the following:

- The meeting sponsor is not a member organization that specifically targets respiratory therapists as their primary demographic. For example, the American Thoracic Society is a member organization that allows respiratory therapists as members, but their primary demographic is physicians.
- The meeting sponsor is NOT direct competitor of AARC. *Exceptions to this are industry sponsored educational events so long as the respiratory therapist does not have to pay a registration fee to attend.*
- The meeting sponsor does NOT utilize exhibitor revenue as the sole source to fund the meeting.
- Revenues from the meeting are donated to charity
- It is acceptable to present at local meetings (i.e. community hospitals or universities) so long as all revenue from the meeting must be re-invested into promoting the

American Association for Respiratory Care Policy Statement

Policy No.: BOD.028

Page 6 of 6

research/science of respiratory care OR for the professional growth and development of the respiratory therapist (employees of the sponsoring organization).

- The meeting sponsor is an AARC state affiliate or the event is sponsored by an AARC state affiliate.
- Educational meetings which do not fall under one of the categories above must receive prior approval from AARC's President

Scientific, Peer-reviewed Publications

All AARC employees, directors, officers, or agents are encouraged to submit manuscripts to reputable, peer-reviewed, scientific publications.

While it is encouraged that manuscripts are submitted for publication in RESPIRATORY CARE, publication in external peer-reviewed journals IS NOT considered to be a conflict.

Respiratory-Related Magazines

It is considered a conflict for any AARC employee, director, agent, or officer to author an article which is published in any publication considered in direct competition with AARC Times magazine for subscriptions, advertising, and sponsorships

Attachment “B”

BOD.003 – Board of Directors – Use of AARC Corporate Credit Card

BOD.014 – Board of Directors – Attendance at Receptions

American Association for Respiratory Care Policy Statement

Page 1 of 1
Policy No.: BOD.003

SECTION: Board of Directors

SUBJECT: Use of AARC Corporate Credit Card

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: ~~April 2011~~ November 2015

DATE REVISED: July 2005

REFERENCES:

Policy Statement:

Only the President, President-elect, Past President and selected Executive Office personnel shall be authorized to carry Association corporate credit cards.

Policy Amplification:

1. Use of Association corporate credit cards shall require proper detailed reports.
2. The Executive Director shall determine which members of the Executive Office may use Association corporate credit cards.
3. The Board of Directors shall travel under the official travel policy of the Association.
4. The Controller shall be responsible for monitoring the use of corporate credit cards and assuring that use is properly reported.

DEFINITIONS:

ATTACHMENTS:

American Association for Respiratory Care Policy Statement

Page 1 of 1
Policy No.: BOD.014

SECTION: Board of Directors

SUBJECT: **Attendance at Receptions**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: ~~April 9, 2011~~ November 2015

DATE REVISED: July 2005

REFERENCES:

Policy Statement:

Officers and Directors shall attend all receptions to which they are invited and/or which the President directs them to attend.

Policy Amplification:

1. Officers and Directors shall conduct themselves in an appropriate manner when attending any and all receptions.
2. Dress for all AARC required receptions is business attire unless otherwise directed by the President.

DEFINITIONS:

At the fall meeting of the Board of Directors, many receptions are held. Some of the receptions which occur annually are: Board of Medical Advisors at fall meeting, NBRC, Lambda Beta, Chartered Affiliate Presidents and International Council.

ATTACHMENTS: