

AMERICAN ASSOCIATION FOR RESPIRATORY CARE

Board of Directors Meeting

April 9, 2011- Grapevine, TX

Minutes

Attendance

Karen Stewart, MSc, RRT, FAARC, President
Tim Myers, BS, RRT-NPS, Past President
Susan Rinaldo-Gallo, MEd, RRT, FAARC, VP/Internal Affairs
George Gaebler, MEd, RRT, FAARC, VP/External Affairs
Linda Van Scoder, EdD, RRT, FAARC, Secretary-Treasurer
Bill Cohagen, BA, RRT, RCP, FAARC
Debbie Fox, MBA, RRT-NPS
Lynda Goodfellow, EdD, RRT, FAARC
Fred Hill, Jr., MA, RRT-NPS
Keith Lamb, RRT
Doug McIntyre, MS, RRT, FAARC
Camden McLaughlin, BS, RRT, FAARC
Frank Salvatore, MBA, RRT, FAARC
Greg Spratt, BS, RRT, CPFT
Cynthia White, BA, RRT-NPS, AE-C

Consultant

Dianne Lewis, MS, RRT, FAARC, President's Council President
Colleen Schabacker, BA, RRT, FAARC, Parliamentarian

Guests

Bill Lamb, BS, RRT, CPFT, FAARC, HOD Speaker
Karen Schell, RRT-NPS, RPFT, RPSGT, HOD Speaker-elect
Sheri Tooley Peters, BSRT, RRT-NPS, CPFT, HOD Secretary
Bill Pupanek, RRT, HOD Treasurer

Absent

Denise Johnson, BS, RRT (excused)
Tom Lamphere, RRT, RPFT, HOD Past Speaker (excused)
Tony Stigall, MBA, RRT, RPSGT (excused)
Joseph Sokolowski, MD, BOMA Chair (excused)

Staff

Sam Giordano, MBA, RRT, FAARC, Executive Director
Tom Kallstrom, MBA, RRT, FAARC, Chief Operating Officer
Doug Laher, MBA, RRT, Associate Executive Director
Ray Masferrer, RRT, FAARC, Managing Editor, RESPIRATORY CARE
Sherry Milligan, MBA, Associate Executive Director
Bill Dubbs, MHA, MEd, RRT, Director of Education & Management
Cheryl West, MHA, Government Affairs Director
Anne Marie Hummel, Regulatory Affairs Director
Tony Lovio, CPA, Controller
Kris Kuykendall, Executive Administrative Assistant

CALL TO ORDER

President Karen Stewart called the meeting of the AARC Board of Directors to order at 8:30a.m. CDT, April 29, 2011. Secretary-Treasurer Linda Van Scoder called the roll and declared a quorum.

UNFINISHED BUSINESS

Clinical Practice Guidelines Committee Appointments

John Emberger, BS, RRT, FAARC
Richard Wettstein, MEd, RRT
Leo Wittnebel, MSIS, RRT

Linda Van Scoder moved to ratify the appointments for the Clinical Practice Guidelines Committee pending confirmation of AARC membership.

Motion Carried

Nominations for CoARC Board

Frank Salvatore moved to accept **FM 11-1-80.1** to nominate Timothy Op't Holt, EdD, RRT, FAARC and Robert "Bob" DeLorme, EdS, RRT to CoARC Board.

Motion Carried

NYDART – New York Downstate Association for Respiratory Therapists

George Gaebler and Sheri Tooley-Peters discussed the background of the situation.

Frank Salvatore moved to deny the request of NYDART to create an official affiliation as a "liaison" between NYDART and the AARC.

Motion withdrawn

Board of Directors discussed information that President Stewart may want to include in her response letter to NYDART. NYDART requested AARC to send email blasts.

RECESS

President Stewart called a recess of the AARC Board of Directors meeting at 9:53am CDT on Saturday, April 9, 2011.

RECONVENE

President Stewart reconvened the meeting of the AARC Board of Directors at 10:19am CDT on Saturday, April 9, 2011.

NEW BUSINESS

President Stewart informed the Board of Directors that BOMA wanted to form a formal palliative care group. She will recommend the following names to BOMA for this group: Laura Monroe, Cheryl Heffner, Helen Sorenson and Charity Hailey, all are RTs.

International Committee Additional Charges

President Stewart informed the Board of Directors of the additional charges she has given to the International Committee:

1. the AARC BOD direct the International Committee to review their current goals and determine if they need to be updated and/or modified
2. direct the International Committee to review the current selection process and determine if it is still relevant and appropriate considering the current market environment
3. that the International Committee develop some short-term and long term measurable objectives that align with the higher level goals of the organization

Linda Van Scoder moved to ratify these additional charges given to the International Committee.

Motion Carried

Revenue Sharing

Sam Giordano shared with the Board of Directors that some members do not want the revenue sharing that is earned on that individuals' membership to be given to their respective state.

POLICY REVIEW

Policy No. BOD.003 – Use of AARC Corporate Credit and Calling Cards

Policy No. BOD.008 – Joint Session with House of Delegates

Policy No. BOD.009 – Media Relations

Policy No. BOD.014 – Attendance at Receptions

Policy No. FM.016 – Travel Expense Reimbursement

Bill Cohagen moved to approve the policies and procedures as amended (See Attachment “A”). Airfare will be researched by the Executive Office and sent as an E-vote before July meeting.

Motion Carried

CoARC Bylaws Changes

Linda Van Scoder moved to approve the proposed CoARC Bylaws.

By show of hands

0 approved

14 disapproved

Motion defeated unanimously

Linda Van Scoder moved to offer the following comments to CoARC on the proposed changes to Article 11, as follows:

“Since the AARC is a key stakeholder will not give up our role to approve CoARC Bylaws changes. We have a role in Co ARC Bylaws changes that exceeds the other current sponsoring agencies roles.”

Motion Carried

Frank Salvatore moved to offer comments to Article 7.06 to the following:

“Since the AARC is a key stakeholder, we will maintain our current responsibilities to approve amendments to the Articles of Incorporation.”

Motion Carried

ARCF AWARD NOMINEES

The Board brought forth the following nominees for the ARCF Awards for 2011.

Forest M. Bird Lifetime Scientific Achievement Award

Brian Carlin – Nominated by Susan Rinaldo Gallo

Charles H. Hudson Award for Cardiopulmonary Public Health

Congressman Mike Ross (AR) - Nominated by Doug McIntyre

Thomas L. Petty, MD Invacare Award for Excellence in Home Respiratory Care

Brian Wilson– Nominated by Camden McLaughlin

Life Membership Nominations

Pat Doorley – Nominated by Cynthia White

Honorary Membership Nominations

Duke Johns – Nominated by Fred Hill

Frank Salvatore moved to accept the nominations for Life and Honorary memberships.

Motion Carried

Tim Myers moved to destroy written ballots.

Motion Carried

Bylaws

President Stewart asked Frank Salvatore and George Gaebler to draft a policy to address Bylaws Committee **Recommendation 10-3-9.5** “That the AARC Board of Directors develop a policy

that defines actions that may be taken when a state affiliate's bylaws are in conflict with the AARC Bylaws and are, therefore, not approved or accepted by the AARC Board of Directors.”

Treasurers Motion

Linda Van Scoder moved “That expenses incurred at this meeting be reimbursed according to AARC policy.”

Motion Carried

MOTION TO ADJOURN

Linda Van Scoder moved “To adjourn the meeting of the AARC Board of Directors.”

Motion Carried

ADJOURNMENT

President Karen Stewart adjourned the meeting of the AARC Board of Directors at 12:15pm CDT, Saturday, April 9, 2011.

Attachment “A”

Amended Policy Changes

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 ~~and Calling~~ Cards
EFFECTIVE DATE: December 14, 1999
DATE REVIEWED: April 2011
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.008

SECTION: Board of Directors
SUBJECT: **Joint Session with House of Delegates**
EFFECTIVE DATE: December 14, 1999
DATE REVIEWED: **April 9, 2011**
DATE REVISED: July 2005

REFERENCES:

Policy Statement:

Joint Session of the Board of Directors with the House of Delegates shall be planned and conducted by the President.

Policy Amplification:

1. The President, in consultation with the Speaker of the House of Delegates, shall determine those items to be addressed in joint session prior to each summer and fall meeting.
2. The Annual Budget shall be addressed in joint session at the fall meeting.
3. Other items which will facilitate functioning of the Association should also be presented in joint session.
 - A. The Board of Directors may or may not vote on items presented in joint session, in accordance with direction from the President.

DEFINITIONS:

ATTACHMENTS:

American Association for Respiratory Care Policy Statement

Page 1 of 1
Policy No.: BOD.009

SECTION: Board of Directors
SUBJECT: **Media Relations**
EFFECTIVE DATE: December 14, 1999
DATE REVIEWED: **April 9, 2011**
DATE REVISED: July 2005
REFERENCES: GP.1168

Policy Statement

All Officers and Directors shall handle relations with the media in an appropriate and professional manner, and in accordance with policy.

Policy Amplification:

1. Any Board member submitting or co-submitting an article or letter on any topic other than a technical paper on some aspect of respiratory care clinical practice, education, management, or research shall have the article or letter reviewed and approved by the President and Executive Director prior to submission.
2. Any article submitted to a trade publication which has been written by an AARC representative either in his/her capacity as that representative or having consented to be identified as an agent of the AARC, must be reviewed by the Executive Director prior to submission.
3. All requests initiated by the trade press to interview, quote or paraphrase any officers, directors or other agents of the AARC shall be subject to the following conditions:
 - A. The Publication shall allow the AARC agent to review and approve the final written copy of the article or feature in its entirety.
 - B. In the case of interviews, the person being interviewed shall be provided beforehand with a complete, written list of questions to be posed in the interview.
4. The AARC logo is limited to national and affiliate use only, and the official logo may not be used by any member or group without the expressed consent of the Board of Directors.

DEFINITIONS:

ATTACHMENTS:

American Association for Respiratory Care Policy Statement

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Policy No.: BOD.014

SECTION: Board of Directors
SUBJECT: **Attendance at Receptions**
EFFECTIVE DATE: December 14, 1999
DATE REVIEWED: **April 9, 2011**
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:

American Association for Respiratory Care Policy Statement

Page 1 of 3
Policy No.: FM.016

SECTION: Fiscal Management
SUBJECT: **Travel Expense Reimbursement**
EFFECTIVE DATE: December 14, 1999
DATE REVIEWED: **April 9, 2011**
DATE REVISED: December 2008
REFERENCES: TR: 0397- 1997

Policy Statement:

Expenses incurred for all official Association travel shall be reported, recorded, and reimbursed in accordance with Association policy.

Policy Amplification:

1. Association policy for Travel Expense Reimbursement shall apply to all Association employees and authorized Association members.
 - A. Travel expense reimbursement shall not be provided for representatives to external organizations unless approved in advance by the President with subsequent review by the Finance Committee and ratification by the Board of Directors.
2. All persons requesting reimbursement for expenses incurred for Association business shall report those expenses:
 - A. Using an approved Expense Voucher with valid receipts attached
 - B. Within thirty (30) days of when expenses are incurred
3. Reimbursement for travel shall be as follows, with the provision of valid receipts:
 - A. Round-trip, coach class airfare or lowest day airfare available. **If any airfare exceeds (an amount to be researched by the Executive Office and to be voted on by E-Vote), the Executive Office must be contacted for guidance and approval PRIOR to booking.**
 - B. Airport parking and ground transportation
 - C. Other methods of transportation (rail, automobile, bus, road tolls, parking), singularly or in any combination, shall be reimbursed at a total rate not to exceed the lowest day airfare available.
 - D. Automobile travel shall be paid at the **current General Services Administration (GSA) rate that is published every January.**

American Association for Respiratory Care Policy Statement

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Policy No.: FM.016

4. Reimbursement for lodging shall be as follows, with the provision of valid receipts:
 - A. Lowest possible rate for those nights required for Association business.

5. Reimbursement for registration fees shall be as follows, with the provision of valid receipts:
 - A. When necessary, advertised registration or admittance fees to programs attended on Association business shall be reimbursed at the fee stated on the program announcement.

6. Per Diem shall be \$40 (effective 1/1/09) per day for those days required for Association business:
 - A. Per diem is meant and expected to cover expenses other than actual travel and lodging (e.g. meals, phone calls)
 - B. Personal expenses incurred while on official Association travel (e.g., entertainment, telephone, or laundry) shall not be eligible for reimbursement from the Association, other than coverage with per diem.

7. Advance payment of per diem shall be made in compliance with Association travel reporting requirements and only with advance written approval from:
 - A. The President for the voluntary sector of the Association
 - B. The Executive Director for Association employees
 - C. Exceptions to the above requirements for advance per diem shall be:
 1. Regularly scheduled Board of Directors' meetings
 2. Regularly scheduled Executive and Finance Committee meetings
 3. Travel for official Association representation to external organizations

8. International travel shall be reimbursed at actual expense, with receipts required for any expense of \$25.00 or more, to include the following:
 - A. Business class airfare
 - B. Ground transportation
 - C. Lodging
 - D. Meals
 - E. Telephone and facsimile

9. Expenses incurred by the President incidental to executing the duties and responsibilities of that office shall be:
 - A. Paid by the Association

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Policy No.: FM.016

- B. Monitored by the Finance Committee
 - C. Subject to review by the independent auditors
10. All individuals traveling at Association expense shall notify the Executive Office in advance of the intended travel.
- A. The Executive Office may act as the Association's travel agent and schedule advance transportation and lodging.
 - B. The Executive Office may direct individuals to ~~contact Association's designated travel agency or~~ purchase tickets on their own.
 - C. The Executive Office may review and approve the travel plans made by the individuals
11. All public transportation (e.g., airfare, bus fare) not purchased through the Association's designated travel agency shall be reimbursed at a fee up to, but not exceeding, the fee that would have been charged by the Association's travel agency.
12. **Board meeting expenses**
- A. Travel, lodging and meal expenses for the Spring and Summer meetings will be reimbursed for all officers and directors using the criteria established above.
 - B. At the Fall meeting held in conjunction with the annual AARC convention, the following special policies will apply to directors that are either incoming or outgoing that year:
 - i. Incoming director required to attend New board meeting only (usually last day of convention)
 - 1. Airfare reimbursed according to the policy point 3 above.
 - 2. Lodging and per diem reimbursed according to the policy points 4 & 5 above, respectively, for two nights only.
 - ii. Outgoing directors
 - 1. Airfare reimbursed according to the policy point 3 above.
 - 2. Lodging and per diem reimbursed according to the policy points 4 & 5 above, respectively, for up to a maximum of three nights.
 - C. Convention registration---While all directors and officers are encouraged to seek payment for such from their employer, the AARC will pay for such registration as follows:
 - i. Current and outgoing directors---full registration
 - ii. Incoming directors---not entitled to registration reimbursement.

DEFINITIONS: "Valid receipt" includes original receipts from the travel/other provider. Reproductions of receipts shall not be accepted.

ATTACHMENTS: