

AMERICAN ASSOCIATION FOR RESPIRATORY CARE

Board of Directors Meeting

June 29, 2016 • Ponte Vedra, FL

Minutes

Attendance

Frank Salvatore, RRT, MBA, FAARC, President
Brian Walsh, PhD, RRT-NPS, RRT-ACCS, AE-C, RPFT, FAARC, President-elect
George Gaebler, MEd, RRT, FAARC, Past President
Cynthia White, MS, RRT-NPS, AE-C, CPFT, FAARC, VP External Affairs
Lynda Goodfellow, EdD, RRT, FAARC, VP Internal Affairs
Karen Schell, DHSc, RRT-NPS, RPFT, RPSGT, AE-C, CTTS, Secretary/Treasurer
Timothy Op't Holt, EdD, RRT, AE-C
Lisa Trujillo, DHSc, RRT
Doug McIntyre, MS, RRT, FAARC
John Lindsey, Jr., MEd, RRT-NPS, FAARC
Deb Skees, MBA, RRT, CPFT
Pattie Stefans, BS, RRT
Cheryl Hoerr, MBA, RRT, CPFT, FAARC
Keith Lamb, BS, RRT-ACCS, FCCM
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
Terence Carey, MD, BOMA Chair

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
Anne Marie Hummel, Director Regulatory Affairs
Tony Lovio, CPA, Controller
Kris Kuykendall, Executive Administrative Assistant

JOINT SESSION

Joint Session was called to order at 8:15am EDT.

A moment of silence was observed for the recent passing of Bill Lamb.

John Wilgis presented the credentialing report.

Board of Directors Secretary/Treasurer, Karen Schell, called roll and declared a quorum.

Deb Skees presented the Military Liaisons Program report.

Jamy Chulak, president of the Florida Society for Respiratory Care, gave welcoming remarks.

John Hiser presented the International Committee report.

Elections Committee member, Jim Lanoha, presented the slate of candidates for the 2016 election:

Secretary/Treasurer:	Karen Schell, Cynthia White
VP Internal Affairs:	Natalie Napolitano, Lynda Goodfellow
VP External Affairs:	Doug McIntyre, Sheri Tooley
Director at Large:	John Wilgis, Felix Khusid, Raymond Pisani, Susan Rinaldo Gallo
Adult Acute Care:	Carl Hinkson, Maria Madden
Diagnostics:	Ralph Stumbo, Katrina Hynes
Education Chair:	Donna Gardner, Georgianna Sergakis
Management:	Christy Clark, Cheryl Hoerr

Anne Marie Hummel presented the Government Affairs report.

Raymond Pisani, Chair of the Bylaws Committee, presented the first reading of the AARC Bylaws.

Executive Session

Lynda Goodfellow moved to go into Executive Session at 9:30am EDT.

Motion carried

Cheryl Hoerr moved to come out of Executive Session at 9:50am EDT.

Joint Session ended at 9:55am EDT.

CALL TO ORDER

President Frank Salvatore called the meeting of the AARC Board of Directors to order at 10:05am EDT.

DISCLOSURE

President Salvatore reminded members of the importance of disclosure and potential for conflict of interest. Board members noted any conflicts of interest on a sheet of paper that was distributed.

Frank Salvatore – SUNY Sullivan Comm College Advisory Board
Brian Walsh – Research relationships with Draeger, VapoTherm, SCCM, Aerogen, GE
Karen Schell – Advisory member – FDA Pulmonary Allergy Committee – Community member, CoBGRTE

Lisa Trujillo – CoBGRTE, MSRT Advisory Board, Northeastern University
Lynda Goodfellow – NAECB Board member, CoBGRTE member
Ellen Becker – CoBGRTE member, Association Asthma Educators, Board of Directors
Chicago Asthma Consortium, NN2
Tim Op’t Holt – CoBGRTE member
Shawna Strickland – Advisory Committee, Tarrant County College RT program
Natalie Napolitano – Research relationships with Aerogen, Nihon-Kohden, Draeger,
CVS Health, CoBGRTE member, Allergy & Asthma Network Board member
John Lindsey – Advisory Committee member National Park College and Seark College
Keith Lamb – Medtronic, Bayer, Masimo
Cheryl Hoerr – Adjunct Faculty, Lindenwood University
Cyndi White – Advisory Board Phillips, Northeastern, CoBGRTE
Tom Kallstrom – Board member of Allergy & Asthma Network
Kimberly Wiles – Advisory Board member – West Penn/IUP School of Respiratory Care
John Wilgis – American Hospital Association, Florida Hospital Association, HHS –
Centers for Disease Control and Prevention, Asst Secretary for Preparedness and
Response

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

APPROVAL OF MINUTES

Tim Op’t Holt moved to approve the minutes of the April 9, 2016 meeting of the AARC Board of Directors.

Motion carried

Natalie Napolitano moved to approve the minutes of the April 10, 2016 meeting of the AARC Board of Directors.

Motion carried

E-motions

Karen Schell moved to ratify the May 11, 2016 E-motion approval of **E16-1-26.8** “That the AARC Board of Directors approve the Safe Initiation and Management of Mechanical Ventilation AARC/UHC White Paper.”

Motion carried

GENERAL REPORTS

President

FM 16-2-4.1 Karen Schell moved that the Board of Directors ratify the goals and committee appointments of the Committee on Diversity.

Motion carried

FM 16-2-4.2 George Gaebler moved that the Board of Directors ratify the goals and committee appointments of the Ad Hoc Committee on the AARC Research Fund for Advancing the RC Profession.

Motion carried

Executive Director/Office

Lynda Goodfellow moved to accept Recommendation 16-2-1.1 “That the Board of Directors approve up to \$494,000 to perform an assessment of our IT management system and implementation of updates or replacement of the current IT management system.”

Motion carried

George Gaebler moved to accept Recommendation 16-2-1.2 “That the AARC Board of Directors approves the addition of a Roth contribution option to the employee 401K retirement plan via the following:

WHEREAS, the AARC sponsors the tax qualified plan known as the American Association for Respiratory Care Employees Retirement Plan (the "Plan"); and

WHEREAS, the AARC wishes to amend the Plan to allow employees to make elective deferral contributions in the form of Roth 401(k) contributions and wishes to allow participants to do in-plan Roth conversions of their pre-tax balances within the Plan.

With respect to the amendment of the Plan, the following resolutions are hereby adopted:

RESOLVED: That the Plan be amended in the form attached hereto, which amendment is hereby adopted and approved;

RESOLVED FURTHER: That the appropriate officers of the Company be, and they hereby are, authorized and directed to execute said amendment on behalf of the Company;

RESOLVED FURTHER: That the officers of the Company be, and they hereby are, authorized and directed to take any and all actions and execute and deliver such documents as they may deem necessary, appropriate or convenient to effect the foregoing resolutions including, without limitation, causing to be prepared and filed such reports documents or other information as may be required under applicable law.”

Motion carried

Executive Office Referrals

16-1-53.1 “That the AARC develop a program to recognize outstanding clinical preceptors in respiratory care education.” Brian Walsh moved to operationalize this recommendation.

Motion carried

Board of Medical Advisors (BOMA)

Dr. Carey commented on the APRT and stated that there were no objections raised during the BOMA conference call. BOMA is looking for more direction on how to proceed and support the AARC. BOMA was asked to review/revise the position statement – Administration of Sedative and Analgesic Medications by Respiratory Therapists – and concluded that no changes needed to be made at this time.

House of Delegates (HOD)

House Speaker, Jakki Grimball, gave highlights of her submitted written report.

Tim Op’t Holt moved to accept the General Reports as presented.

Motion carried

RECESS

President Salvatore recessed the meeting of the AARC Board of Directors at 11:00am EDT.

RECONVENE

President Salvatore reconvened the meeting of the AARC Board of Directors at 11:10am EDT.

STANDING COMMITTEES REPORTS

Bylaws Committee

Lynda Goodfellow moved to accept Recommendation 16-2-9.1 “That the AARC Board of Directors find that the Colorado Society for Respiratory Care Bylaws are not in conflict with the AARC Bylaws.” (See attachment “Colorado Society for Respiratory Care”)

Motion carried

Lynda Goodfellow moved to accept Recommendation 16-2-9.2 “That the AARC Board of Directors find that the Delaware Society for Respiratory Care Bylaws are not in conflict with the AARC Bylaws.” (See attachment “Delaware Society for Respiratory Care”)

Motion carried

Lynda Goodfellow moved to accept Recommendation 16-2-9.3 “That the AARC Board of Directors find that the Missouri Society for Respiratory Care Bylaws are not in conflict with the AARC Bylaws.” (See attachment “Missouri Society for Respiratory Care”)

Motion carried

Cheryl Hoerr abstained.

Lynda Goodfellow moved to accept Recommendation 16-2-9.4 “That the AARC Board of Directors find that the North Carolina Society for Respiratory Care Bylaws are not in conflict with the AARC Bylaws.” (See attachment “North Carolina Society for Respiratory Care”)

Motion carried

Lynda Goodfellow moved to accept Recommendation 16-2-9.5 “That the AARC Board of Directors find that the Ohio Society for Respiratory Care Bylaws are not in conflict with the AARC Bylaws.” (See attachment “Ohio Society for Respiratory Care”)

Motion carried

Lynda Goodfellow moved to accept Recommendation 16-2-9.6 “That the AARC Board of Directors find that the Oklahoma Society for Respiratory Care Bylaws are not in conflict with the AARC Bylaws.” (See attachment “Oklahoma Society for Respiratory Care”)

Motion carried

AARC BYLAWS REVISIONS RECOMMENDATIONS

FM16-2-9.7 Recommendation 1: Proposed by HOD

Lynda Goodfellow moved “That the AARC Board of Directors and the House of Delegates approve the following amendment to the AARC Bylaws”:

Article III, Section 7(a).

- b. Specialty Sections representing particular areas of interest within respiratory care shall be made available to Active, Associate, and Special Members of the Association. The purpose, organization and responsibilities of Specialty Sections shall be defined in the policies and procedures of the Association. A seat on the Board of Directors will be granted to those Specialty Sections with a minimum of 1000 active members, limited to six seats total as defined in the policies and procedures of the Association.

Current Version

- b. Specialty Sections representing particular areas of interest within respiratory care shall be made available to Active, Associate, and Special Members of the Association. The purpose, organization and responsibilities of Specialty Sections shall be defined in the policies and procedures of the Association. A seat on the Board of Directors will be granted to those Specialty Sections consisting of at least 1000 active members.

Motion carried

FM 16-2-9.8 Recommendation 2: Proposed by HOD

Lynda Goodfellow moved “That the AARC Board of Directors and the House of Delegates approve the following amendment to the AARC Bylaws”:

Article IV, Section 1(b).

- c. Officers of the Association shall not concurrently be officers, board members, or staff of the national respiratory care credentialing, accreditation bodies, or chartered affiliates.

Current Version

- c. Officers of the Association shall not concurrently be members of national respiratory care credentialing or accreditation bodies.

Motion carried

FM 16-2-9.8 Recommendation 3: Proposed by HOD

Lynda Goodfellow moved “That the AARC Board of Directors and the House of Delegates approve the following amendment to the AARC Bylaws”:

Article V, Section 1(a).

- a. The executive government of the Association shall be vested in a board of no more than eighteen (18) Active Members consisting of at least five (5) Officers, and twelve (12) Directors-at-Large, and/or Section Chairs serving as a Director from the top six Specialty Sections with a minimum of 1000 active members of the Association. So as long as the number of Section Chairs serving as Directors is at least six (6), the number of at-Large Directors shall be equal to the number of Section Chairs serving as Directors. If the number of Sections Chairs serving as Directors is less than six (6), the number of at-Large Directors shall be increased to assure a minimum of twelve (12) Directors on the Board of Directors. The Immediate Past Speaker of the House of Delegates, the Chair of the President’s Council and the Chair of the Board of Medical Advisors shall serve as non-voting members. Directors shall be elected in accordance with the provisions of Article XII, Section 2 (b).
- b. Members of the Board of Directors shall not concurrently be officers, board members, or staff of the national respiratory care credentialing, accreditation bodies, or chartered affiliates.

Current Version

- a. The executive government of the Association shall be vested in a board of at least seventeen (17) Active Members consisting of five (5) Officers, at least six (6) Directors-at-Large, and a Section Chair serving as a Director from each Specialty Section of at least 1000 active members of the Association. So long as the number of Section Chairs serving as Directors is at least six (6), the number of at-Large Directors shall be equal to the number of Section Chairs serving as Directors. If the number of Section Chairs serving as Directors is less than six (6), the number of at-Large Directors shall be increased to assure a minimum of seventeen (17) members of the Board of Directors. The Immediate Past Speaker of the House of Delegates, the Chair of the Presidents Council, and the Chair of the Board of Medical Advisors shall serve as non-voting members. Directors shall be elected in accordance with the provisions of Article XII, Section 2 (b).
- b. Members of the Board of Directors shall not concurrently be members of national respiratory care credentialing or national respiratory care accreditation bodies.

Motion carried

FM 16-2-9.10 Recommendation 4: Proposed by AARC Board of Directors

Lynda Goodfellow moved “That the AARC Board of Directors and the House of Delegates approve the following amendment to the AARC Bylaws”:

ARTICLE IX- PRESIDENTS COUNCIL

- a. The Presidents Council shall be composed of Past Presidents of the Association and individuals who have been elected to membership in the Council.
- b. The Presidents Council shall serve as an advisory body to the Board of Directors and perform other duties assigned by the Board of Directors, including, but not limited to selection of the Jimmy A. Young Medalists, life membership, and honorary membership.
- c. The Presidents Council shall elect a Chair from its membership to serve a one-year term beginning immediately following the Annual Business Meeting.
- d. The Chair of the Presidents Council shall serve as a non-voting member of the Board of Directors and preside at meetings of the Presidents Council.
- e. The Presidents Council shall meet annually following the Annual Business meeting of the Association.
- f. The Presidents Council may appoint committees as necessary to complete its duties.
- g. In the event of a vacancy in the Chair, the vacancy shall be filled according to the procedure defined by the Association. AARC President will appoint a Council member to serve the duration of the term.

Current Version

- a. The Presidents Council shall be composed of Past Presidents of the Association who have been elected to membership by the Council.
- b. The Presidents Council shall serve as an advisory body to the Board of Directors and perform other duties assigned by the Board of Directors.
- c. The Presidents Council shall elect a Chair from its membership to serve a one-year term beginning immediately following the Annual Business Meeting.
- d. The Chair of the Presidents Council shall serve as a non-voting member of the Board of Directors and preside at meetings of the Presidents Council.

- e. The Presidents Council shall meet annually following the Annual Business meeting of the Association.
- f. The Presidents Council may appoint committees as necessary to complete its duties.
- g. In the event of a vacancy in the Chair, the vacancy shall be filled according to the procedure defined by the Association.

Motion carried

FM 16-2-9.11 Recommendation 5: Proposed by House of Delegates

Lynda Goodfellow moved “That the AARC Board of Directors and the House of Delegates approve the following amendment to the AARC Bylaws”:

Article VII. Section 3(b).

- b. The House Speaker may appoint members to the House Committees. In the event of vacancies occurring in any House Committee, the Speaker may appoint members to fill such vacancies.

Current Version

- b. The House Speaker may appoint members to the House Committees, subject to the approval of the House of Delegates. In the event of vacancies occurring in any House Committee, the Speaker may appoint members to fill such vacancies, subject to the approval of the House of Delegates.

Motion carried

Program Committee

FM 16-2-15.1 Lynda Goodfellow moved that the AARC Board of Directors approve New Orleans, LA as the destination for AARC Congress 2019.

Motion carried

Lynda Goodfellow moved to accept the Standing Committee reports as presented.

Motion carried

SPECIALTY SECTION REPORTS

Lynda Goodfellow moved to accept the Specialty Section reports as presented.

Motion carried

SPECIAL COMMITTEE REPORTS

Benchmarking

Cyndi White moved to accept Recommendation 16-2-17.1 “That the AARC Board of Directors charge the Executive Office with continuing to investigate hiring an internal IT resource to revise and update the Benchmarking System database and report back to the Board (and Committee) by the Summer Forum Board meeting.”

Accepted for information only, person has been hired and working for 2 weeks.

Motion carried

Position Statement Committee

Cyndi White moved to accept Recommendation 16-2-26.1 “Allow the committee to continue reviewing / revising Position Statements according to the three year schedule.”

Accepted for information only.

Motion carried

Cyndi White moved to accept the Special Committee Reports as presented.

Motion carried

SPECIAL REPRESENTATIVES REPORTS

Cyndi White moved to accept the Special Representatives reports as presented.

Motion carried

ROUNDTABLE REPORTS

Board liaisons gave updates on their respective Roundtables and their activity.

Cyndi White moved to accept the Roundtable reports as presented.

Motion carried

RECESS

President Salvatore recessed the meeting of the AARC Board of Directors at 12:00pm EDT.

RECONVENE

President Salvatore reconvened the meeting of the AARC Board of Directors at 1:35pm EDT.

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

AD HOC COMMITTEE REPORTS

John Wilgis, Chair of the Ad Hoc Committee on Advanced RT Practices, Credentialing, and Education, and Ellen Becker gave the Board an update with timelines and RFPs for conducting a needs assessment.

FM 16-2-1.4 Keith Lamb moved that the Executive Office conduct a financial impact analysis of the APRT to include the request for proposal, exam development, and state licensure support.

Motion carried

Cyndi White moved to accept the Ad Hoc Committee reports as presented.

Motion carried

RECESS

President Salvatore recessed the meeting of the AARC Board of Directors at 2:55pm EDT.

RECONVENE

President Salvatore reconvened the meeting of the AARC Board of Directors at 3:10pm EDT.

OTHER REPORTS

The reports from ARCF, CoARC, and NBRC were reviewed.

Tim Myers encouraged the Board to purchase their tickets to the 2016 ARCF Fundraiser as soon as possible.

Cyndi White moved to accept the other reports.

Motion carried

RECESS

President Salvatore called a recess of the AARC Board of Directors meeting at 3:30pm EDT.

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

Karen Schell
AARC Secretary/Treasurer

Date