

AMERICAN ASSOCIATION FOR RESPIRATORY CARE
Board of Directors Meeting

November 4, 2011 • Tampa, FL

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
Denise Johnson, MA, RRT
Keith Lamb, RRT
Doug McIntyre, MS, RRT, FAARC
Camden McLaughlin, BS, RRT, FAARC
Mike Runge, BS, RRT, FAARC
Frank Salvatore, MBA, RRT, FAARC
Greg Spratt, BS, RRT, CPFT
Cynthia White, BA, RRT-NPS, AE-C

Consultant

Tom Lamphere, RRT, RPFT, HOD Past Speaker
Dianne Lewis, MS, RRT, FAARC, President's Council President
Colleen Schabacker, BA, RRT, FAARC, Parliamentarian

Guest

Deborah Waggoner, RRT (Cultural Diversity)

Absent

Joseph Sokolowski, MD, BOMA Chair (excused)

Staff

Sam Giordano, MBA, RRT, FAARC, Executive Director
Tom Kallstrom, MBA, RRT, FAARC, Chief Operating Officer
Bill Dubbs, MHA, MEd, RRT, Director of Education & Management
Cheryl West, MHA, Government Affairs Director
Anne Marie Hummel, Regulatory Affairs Director
Kris Kuykendall, Executive Administrative Assistant

CALL TO ORDER

President Karen Stewart called the meeting of the AARC Board of Directors to order at 8:00a.m. EDT, November 4, 2011. Secretary-Treasurer Linda Van Scoder called the roll and declared a quorum.

Bill Cohagen moved to accept the Federal Government Affairs and International Cmte reports that were presented at Joint Session.

Motion carried.

Deborah Waggoner from Cultural Diversity group was introduced.

SPECIAL REPRESENTATIVES REPORTS

American Association of Cardiovascular & Pulmonary Rehab

Recommendation 11-3-62.1 “Recommend continued work with AACVPR in regards to monitoring and communicating with CMS changes in PR reimbursement changes.”

George Gaebler moved to accept for information only.

Motion carried

American Heart Association

Recommendation 11-3-64.1 “Be it resolved, that the AARC Board of Directors contact the AHA to offer the support of a Respiratory Therapist on the PALS and ACLS subcommittees.”

George Gaebler moved to refer back to himself to discuss with Brian Walsh.

Motion carried

George Gaebler moved to accept the Special Representatives Reports as submitted.

Motion Carried

ROUNDTABLE REPORTS

Hyperbaric

Recommendation 11-3-43.1 “Continue to present HBO as an alternative career path to respiratory therapists.”

Susan Rinaldo Gallo moved to accept for information only.

Motion carried

Susan Rinaldo Gallo moved to accept the Roundtable Reports as submitted.

Motion carried

House of Delegates

Bill Lamb discussed his House of Delegates report.

Recommendation 11-3-6.1 “That the AARC Board of Directors support non Delegate Committee Members to serve on the House ad hoc committee to redesign the annual educational competition at the International Conference to be offered beginning in 2013 and on the ad hoc committee to plan the transitional “Sputum Bowl” type program for the 2012 International Conference. These additional committee members should include present and or formal program committee members, AARC staff and other creative individuals to help in design of the best possible program to serve our members.”

Frank Salvatore moved to accept.

Linda Van Scoder moved to refer to President Stewart for further action.

Motion carried

President Stewart will create the “2013 Ad Hoc Committee for Educational Competition Program”. Bill Cohagen will chair this Committee.

Recommendation 11-3-6.2 “That the AARC President & Board of Directors consider forming an AARC Committee and subcommittee to transition the current House Committees into.”

Bill Lamb withdrew this recommendation because it was resolved in the first recommendation, Recommendation 11-3-6.1.

House Resolutions

Resolution: 07-11-05 “Be it resolved that the AARC establish a limit to the amount funded to members applying for disaster relief.”

Linda Van Scoder moved to refer to President Stewart.

Motion carried

Resolution 05-11-06 “Be it resolved that the AARC BOD strongly consider the addition of the Past Speaker of the AARC HOD as a voting member of the Board of Directors.”

This Resolution was reworded by the House of Delegates and is no longer a recommendation to the Board of Directors. It was presented to the Board for information only.

AD HOC COMMITTEE REPORTS

Ad Hoc Committee to Recommend Bylaws Changes

Recommendation 11-3-30.1 “That the BOD accept the policy attached for action to be taken when Chartered Affiliate Bylaws are in conflict with the AARC Bylaws.”

George Gaebler moved to accept.

Linda Van Scoder moved to accept as amended. (See attachment “A”)

Motion carried

Susan Rinaldo Gallo moved to accept the Ad Hoc Committee Reports as submitted.

Motion carried

RECESS

President Stewart called a recess of the AARC Board of Directors meeting at 9:25am EDT on Friday, November 4, 2011.

RECONVENE

Karen Stewart reconvened the meeting of the AARC Board of Directors at 9:53am EDT on Friday, November 4, 2011.

OTHER REPORTS

ARCF, CoARC, NBRC reports were reviewed

Frank Salvatore moved to accept the agency updates as submitted.

Motion carried

Denise Johnson moved to accept the House of Delegates report.

Motion carried

OLD BUSINESS

There was no old business to discuss.

NEW BUSINESS

Tom Kallstrom reported on the COPD Alliance. The Board asked for more information before making a decision on joining.

POLICY REVIEW

Policy No. BOD.001 – *Board of Directors – Awards*

The policy was updated in March 2010 and does not need to be reconsidered by the Board at this time.

Policy No. BOD.002 – *Board of Directors – Liaisons to Committees, Task Forces, Focus Groups, Panels, and Special Representatives*

Requires a bylaws change – on hold

Policy No. BOD.007 – *Board of Directors – Fiduciary Responsibility*

Frank Salvatore moved to accept with name change from Committee on Accreditation of Respiratory Care to Commission on Accreditation for Respiratory Care.

Motion carried

Policy No. BOD.018 – *Board of Directors – Position Description/Profiles: VP Internal Affairs*

Will wait to amend until bylaws are changed.

Policy No. BOD.026 – Board of Directors – Open Communication Policy

Frank Salvatore moved to accept.

Motion carried

(See Attachment “B” for BOD.007 and BOD.026 updated policies.)

Karen Stewart announced the date for the Spring 2012 Board of Directors meeting. The meeting will be held in Grapevine, TX April 20-21.

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 10:25am EDT, Friday, November 4, 2011.

Attachment “A”

Chartered Affiliates – Chartered Affiliates Bylaws in Conflict with AARC Bylaws
Policy No.: CA.007

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Policy No.: CA.007

SECTION: Chartered Affiliates

SUBJECT: **Chartered Affiliate Bylaws in Conflict with AARC Bylaws**

EFFECTIVE DATE: November 3, 2011

DATE REVIEWED: November 4, 2011

DATE REVISED:

Policy Statement:

The Bylaws of the Chartered Affiliates shall not be in conflict with the Bylaws of the AARC.

Policy Amplification:

1. Affiliate bylaws will only be reviewed for compliance with AARC Bylaws. Errors in grammar, spelling or internal inconsistencies will be the responsibility of the Chartered Affiliate. The Bylaws Committee may make recommendations regarding grammar, spelling, or internal inconsistencies but will not delay the approval process over such issues. All Affiliate Bylaws shall be submitted to the AARC Bylaws Committee every 5 years for review and approval. Failure to submit Bylaws by 5 years will start the process below in Section 5.
2. Affiliate Bylaws will be considered in conflict with the AARC bylaws if non-AARC members are allowed to vote and/or hold a voting position on the Affiliate's Board of Directors.
3. Affiliate Bylaws will be considered in conflict if Active members of the **AARC** are not automatically Active members of the **Chartered Affiliate**.
4. If affiliates Bylaws are in conflict with the AARC Bylaws the Bylaws Committee will notify the Affiliate in writing that The Affiliates Bylaws are in conflict with the AARC Bylaws including the reason.
5. The Affiliate will have their Affiliate Charter revoked until the Chartered Affiliate makes changes to their bylaws to bring them into compliance with AARC Bylaws.
 - a. The charter affiliate shall lose their voting powers in the House of Delegates until the Bylaws are revised and accepted by the AARC Board of Directors.
 - b. If after a period of one year the Affiliates Bylaws are still not in compliance, the AARC Board will take action by withholding Affiliate revenue sharing starting at one quarter of revenue sharing every six months.
 - c. This would be a three year process whereby revenue would dwindle to zero after three years of non-compliance.
 - d. The AARC Board of Directors would then revoke the charter of the affiliate.
6. The AARC Bylaws Committee shall notify the AARC Board of Directors of the rejection of affiliate's bylaws so the revocation of the charter can proceed through the Executive Committee.

DEFINITIONS:

ATTACHMENTS: AARC Bylaws

Attachment “B”

Policy No.: BOD.007 – Board of Directors – Fiduciary Responsibility
Policy No.: BOD.026 – Board of Directors – Open Communication Policy

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Policy Statement

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Policy No.: BOD.007

SECTION: Board of Directors
SUBJECT: **Fiduciary Responsibility**
EFFECTIVE DATE: December 14, 1999
DATE REVIEWED: **November 2011**
DATE REVISED: July 2005

REFERENCES:

Policy Statement

Directors and Officers of the AARC shall retain fiduciary duty to manage the Affairs of the Association so that its property will be used for the purpose for which it has been entrusted.

Policy Amplification:

1. Association Directors and Officers shall be considered “fiduciaries” and therefore have a status similar to that of trustees.
2. Directors and Officers shall act solely for the benefit of members of the Association in scrupulous good faith and candor.
3. Directors of the AARC shall not serve as voting members of the following corporations during the tenure of their directorship: the National Board for Respiratory Care, and **Commission** on Accreditation of Respiratory Care.
3. The fiduciary standards applicable to Directors and Officers of the AARC shall be as summarized below to provide background for determining conduct to which a Director or Officer should adhere.

Duty of Loyalty

The duty of loyalty for an AARC Director or Officer requires that he or she not exploit Association opportunities, or misuse inside information, or cast a vote on a matter in which a Director or Officer has an adverse interest.

B. Doctrine of Corporate Opportunity

Where a business opportunity is in line with the Association’s activities, and is one in which the Association has a legitimate interest or expectancy, the opportunity belongs to the Association. A Director or Officer who diverts the opportunity and embraces it as her/his own will be considered a constructive

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trustee for the benefit of the Association and holds all of the profits and benefits received there from for the Association.

C. Use of Inside Information

A Director or Officer who acquires special knowledge or information by virtue of his/her fiduciary relationship with the AARC is not free to exploit that knowledge or information for his/her own personal benefit. Just as trustees have no right to retain for themselves the profits yielded by property placed in their possession, but must account to their beneficiaries, and AARC Director or Officer who is entrusted with or obtains potentially valuable information may not appropriate that asset for his/her own use. A Director or Officer may also be held accountable where he/she has disclosed such information to another person who then gains an advantage over members of the general public or the Association and its members.

D. Duty of Care

The duty of care requires that AARC Director and Officers exercise reasonable care and good faith in carrying out their responsibilities. A Director or Officer should exercise the same care and skill which an ordinarily prudent person would exercise under similar circumstances in his or her own personal affairs, by accepting the office, Directors and Officers implicitly undertake to give their best judgment to the AARC, and may be held liable for negligent or unauthorized acts.

In the event that any Director or Officer of the Association should have any direct or indirect interest in or relation with, any individual or corporation which has entered, or proposes to enter, into any transaction with the Association, such Director or Officer must notify the Board of Directors of such interest or relationship, and must thereafter refrain from discussion or voting on the particular transaction in which he or she has such interest. Such a Director or Officer must also refrain from otherwise attempting to exert influence on the Association, its Officers, Board of Directors, or employees to effect its decision to participate or not to participate in such actual or proposed transaction. The types of transactions here considered include, but are not limited to, those involving:

- 1) the sale, purchase, lease or rental of any property, supplies or other asset(s) between a Director or Officer and the Association.
- 2) employment or the rendition of services

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- 3) the award of any grant, contract or subcontract, or
- 4) investment or deposit of any funds of the Association

If and when the particular transaction is discussed in a meeting, the minutes of that meeting must reflect that a disclosure was made by the interested Director or Officer. Furthermore, a Director or Officer must not in any direct or indirect manner compete with the association or secretly act on behalf of creditors.

Any questions not directly answered should be brought before the entire Board of Directors.

- 4. Each Board member shall complete a “Conflict of Interest” statement as directed by the President.
- 5. Smoking is prohibited during meetings of the Board of Directors and each Board member shall complete a “Tobacco-Free Policy and Pledge”.

DEFINITIONS:

Conflict of Interest:

A conflict of interest is defined as any situation in which a Director or Officer has a direct or indirect outside personal interest which has the potential of being contrary to the best interest of the Association.

Fiduciary Duty:

A fiduciary duty is the highest form of legal duty owned by one person to another.

ATTACHMENTS: AARC Conflict of Interest Statement (See Appendix)
 AARC Tobacco Free Pledge (See Appendix)

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Policy No.: BOD.026

SECTION: Board of Directors
SUBJECT: **Open Communication Policy**
EFFECTIVE DATE:
DATE REVIEWED: July 2005, **November 2011**
DATE REVISED: July 2005
REFERENCES: GP.1174 - 1997

Policy Statement:

The general membership will be informed as is reasonably possible regarding both the actions and plans of its chosen leaders.

Policy Amplification:

1. All actions taken by any Board, committee or any other official group of the AARC are considered public information insofar as our membership is concerned with the exception of
 - A. Actions taken by in officially declared “Executive Session”
 - B. Sensitive areas which may tend to unnecessarily embarrass innocent persons.
 - C. Sensitive areas that may lead to legal redress as directed by legal consul.
 - D. Information whose public exposure would tend to cause financial or other hardship to the Association.
 - E. Information clearly marked as “confidential” by the author
2. The Officers and employees of the Association are charged with making such public information available to the general membership upon request at the earliest possible time and in every reasonable manner.

DEFINITIONS:

ATTACHMENTS: