

**AMERICAN ASSOCIATION FOR RESPIRATORY CARE**  
**Board of Directors Meeting**

December 2, 2018 • Las Vegas, NV

**Minutes**

**Attendance**

Brian Walsh, PhD, RRT, FAARC, President  
Karen Schell, DHSc, RRT-NPS, RRT-SDS, RPFT, RPSGT, AE-C, CTTS, President-elect  
Frank Salvatore, MBA, RRT, FAARC, Past President  
Sheri Tooley, BSRT, RRT-NPS, CPFT, AE-C, VP External Affairs  
Natalie Napolitano, MPH, RRT-NPS, AE-C, CTTS, FAARC, VP Internal Affairs  
Lynda Goodfellow, EdD, RRT, FAARC, Secretary/Treasurer  
Carl Hinkson, MS, RRT-NPS, FAARC  
Cheryl Hoerr, MBA, RRT, CPFT, FAARC  
Doug McIntyre, MS, RRT, FAARC  
Timothy Op't Holt, EdD, RRT, AE-C  
Susan Rinaldo Gallo, MEd, RRT, CTTS, FAARC  
Georgianna Sergakis, PhD, RRT, FAARC  
Steve Sittig, BSRT, RRT-NPS, FAARC  
Deb Skees, MBA, RRT, CPFT  
Pattie Polakow, BS, RRT  
Lisa Trujillo, DHSc, RRT  
John Wilgis, MBA, RRT

**Consultants**

Dianne Lewis, MS, RRT, FAARC, President's Council President  
Cam McLaughlin, BS, RRT, FAARC, Parliamentarian  
Jakki Grimball, MA, RRT, AE-C, Past Speaker

**Excused**

John Lindsey, Jr., MEd, RRT-NPS, FAARC  
Neil MacIntyre, MD, BOMA Chair

**Guests**

Ellen Becker, PhD, RRT-NPS, FAARC  
Mike Madison, MBA, RRT

**Staff**

Tom Kallstrom, MBA, RRT, FAARC, Executive Director  
Tim Myers, MBA, RRT-NPS, FAARC, Chief Business Officer  
Doug Laher, MBA, RRT, FAARC, Associate Executive Director  
Tim Myers, MBA, RRT-NPS, FAARC, Associate Executive Director  
Shawna Strickland, PhD, RRT-NPS, AE-C, FAARC, Associate Executive Director  
Anne Marie Hummel, Associate Executive Director  
Kris Kuykendall, Executive Administrative Assistant

**CALL TO ORDER**

President Brian Walsh called the meeting of the AARC Board of Directors to order at 9:05am PST. President Walsh asked Board members to introduce themselves. Secretary/Treasurer Lynda Goodfellow called the roll and declared a quorum. President Walsh asked Board

members to tell an accomplishment they feel that the Board has met over the past year. Students who were visiting the Board meeting were introduced.

### **DISCLOSURE**

President Walsh reminded members of the importance of disclosure and potential for conflict of interest and directed them to review the COIs in the AARConnect Board of Directors library.

### **APPROVAL OF MINUTES**

Frank Salvatore moved to approve the minutes of the July 20, 2018 meeting of the AARC Board of Directors.

#### **Motion carried**

Frank Salvatore moved to approve the minutes of the July 21, 2018 meeting of the AARC Board of Directors.

#### **Motion carried**

### **E-MOTION ACCEPTANCE**

Frank Salvatore moved to ratify the E-Motions.

#### **Motion carried**

### **CONSENT AGENDA**

President Walsh explained that this Board meeting would include a Consent Agenda.

President Walsh asked Board members if they had any questions regarding any of the reports without recommendations.

President Walsh asked Board members if they wish to move any consent agenda items to the regular agenda for further discussion. The Finance Committee report was removed from the Consent Agenda.

Frank Salvatore moved to accept the Consent Agenda as modified.

#### **Motion carried**

### **GENERAL REPORTS**

#### **President**

President Walsh gave highlights of his submitted report and thanked the Board for their hard work over the 2 years of his presidency.

**FM 18-3-31.1** Lynda Goodfellow moved to ratify Bill Croft as a new member to the Ad Hoc Committee on Advanced RT Practices, Credentialing, and Education.

#### **Motion carried**

#### **Past President**

Past President Frank Salvatore gave highlights of his written report.

### Executive Director

Tom Kallstrom gave highlights of his written submitted report and reviewed the Executive Office referrals from the last Board of Directors meeting. Tom thanked the Board for purchasing tickets to the ARCF Fundraiser. Doug Laher updated the Board on registration for the Congress. Shawna Strickland gave an update on the APEX applications.

Anne Marie Hummel commented on FM18-2-84.1 (That the Executive Office contact sponsors and partners to discuss the difficulties of patients traveling with oxygen on airlines and develop an action plan.) and recommended she write an article for AARCTimes. A discussion regarding patients flying with oxygen ensued.

### House of Delegates (HOD)

Speaker Keith Siegel gave a brief update of his submitted report.

### **RECESS**

President Walsh called a recess of the AARC Board of Directors meeting at 10:25am PST.

### **RECONVENE**

President Walsh reconvened the meeting of the AARC Board of Directors at 10:40am PST.

### **OLD BUSINESS**

There was no old business to discuss.

### **NEW BUSINESS**

Policy CT.003 – Nominations/Elections

Frank Salvatore moved to accept the amended changes as presented to CT.003 – Nominations/Elections. (See Attachment “A”)

Frank Salvatore moved to call the question.

### **Motion carried**

Original motion carried.

The Board of Directors reviewed the referrals and carried motions from the Summer 2018 Board meeting.

FM18-3-26.5 Natalie Napolitano moved to support the 2025 issue paper draft of the Entry to Respiratory Therapy practice and licensure.

### **Motion carried**

### **RECESS**

President Walsh called a recess of the AARC Board of Directors meeting at 11:50am PST.

## **JOINT SESSION**

Joint Session was called to order at 1:30pm PST. Lynda Goodfellow called roll and declared a quorum.

Elections Committee Chair Jim Lanoha presented the slate of nominees for the election ballot

### **AARC Directors at Large (4 slots to be filled)**

- **Dana Evans**
- **Jakki Grimball**
- **John Lindsey**
- Curt Merriman
- Raymond Pisani
- Debra Skees
- Pattie Stefans
- **Kari Woodruff**

### **Secretary - Treasurer**

- **Lynda Goodfellow**
- Gary Wickman

### **Vice President - Internal**

- **Cheryl Hoerr**
- Lisa Trujillo

### **Vice President - External**

- Tim Op't Holt
- **Sheri Tooley**

### **Neo-Peds Chair**

- Bradley Kuch

### **Sleep Section Chair**

- Jessica Schweller

### **Post-Acute Care Chair**

- Adam Mullaly

Executive Session was called to order at 1:55pm PST and concluded at 2:10pm PST.

President Walsh thanked the House of Delegates for their support during his presidency. He also showed a video he and Parliamentarian Cam McLaughlin developed to showcase President Walsh's accomplishments as president.

President Walsh adjourned Joint Session at 2:30pm PST.

## **RECONVENE**

President Walsh reconvened the meeting of the AARC Board of Directors at 2:45pm PST.

Lynda Goodfellow moved to accept the 2019 budget as presented.

**Motion carried**

The Board continued to discuss and review the tracking form from July 2018.

HOD Resolution 39-18-9 (The AARC develop an affiliate financial assistance program to ensure all affiliates are able to send one representative to the annual Leadership Academy.) Frank Salvatore will work with Tom Kallstrom to develop a policy.

Carl Hinkson moved to approve the 2019 capital budget.

**Motion carried**

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

**Motion carried**

## **STANDING COMMITTEE REPORTS**

### Audit Sub-Committee

Frank Salvatore moved to accept Recommendation 18-3-13.1 "That the AARC Board of Directors amend the proposed changes to Policy CA .002 to: 'C. *Proof of sound Chartered Affiliate financial management practices as outlined in House of Delegates policy with Chartered Affiliates Committee oversight.*'"

Natalie Napolitano moved to table until the House of Delegates policy that is referred to is finalized at the March 2019 Board meeting.

**Motion carried**

Natalie Napolitano moved to accept FM18-3-13.2 "That the AARC Board of Directors approve the firm Howard, LLC as the new auditors."

**Motion carried**

### Bylaws

Natalie Napolitano moved to accept Recommendation 18-3-9.1 "That the AARC Board of Directors find that the Georgia Bylaws are not in conflict with the AARC Bylaws."

**Motion carried**

Lynda Goodfellow abstained.

Natalie Napolitano moved to accept Recommendation 18-3-9.2 "That the AARC Board of Directors find that the South Dakota Bylaws are not in conflict with the AARC Bylaws."

**Motion carried**

Steve Sittig abstained.

### Strategic Planning Committee

Natalie Napolitano moved to accept Recommendation 18-3-16.1 “That the AARC Board of Directors review, revise and approve a new policy on the Strategic Planning Process.” (see Attachment “A”)

**Motion carried**

Sheri Tooley moved to accept the Standing Committee reports as presented.

**Motion carried**

President Walsh asked the visiting students to introduce themselves.

## **SPECIAL COMMITTEE REPORTS**

### Fellowship Committee

Natalie Napolitano moved to accept Recommendation 18-3-20.1 “The AARC Board of Directors accepts the changes as noted in Policy Number CT.009.”

Lynda Goodfellow moved to make a friendly amendment to add “or registration, if applicable” after “hold an active license”.

Lynda Goodfellow moved to call the question.

**Original motion defeated**

## **SPECIAL REPRESENTATIVES**

### American Heart Association

Sheri Tooley moved to accept Recommendation 18-3-64.1 “That the Program Committee designate a 2-hour American Heart Association update at the 2019 Congress.”

Sheri Tooley moved to refer to the Program Committee for consideration.

**Motion carried**

Sheri Tooley moved to accept Recommendation 18-3-64.2 “That the Executive Office produce a webcast on American Heart Association updates in the fall of 2019.”

Sheri Tooley moved to make a friendly amendment to remove “in the fall of 2019.”

**Motion carried**

### International Council for Respiratory Care (ICRC)

Sheri Tooley moved to accept Recommendation 18-3-70.1 “That a working group with representatives from the AARC BOD, the ICRC Governors and the AARC Executive Office be established to review the potential of entering into discussions with representatives of the Japan Society for Respiratory Care & Rehabilitation (JSRCR) regarding the potential for developing a closer working relationship between the AARC/ICRC and the JSRCR.”

Frank Salvatore moved to refer to the President-elect.

**Motion carried**

Lynda Goodfellow moved to accept the Special Representative reports as presented.

**Motion carried**

**RECESS**

President Walsh called a recess of the AARC Board of Directors meeting at 4:45pm PST.

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

\_\_\_\_\_  
Lynda Goodfellow  
AARC Secretary/Treasurer

\_\_\_\_\_  
Date

# Attachment “A”

CT.003 – Committees – Elections Committee – Nominations Process  
BOD.030 – Board of Directors – Strategic Planning



# American Association for Respiratory Care Policy Statement

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Policy No.: CT.003

SECTION: Committees

SUBJECT: **Elections Committee – Nominations Process**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: ~~July 2013~~ **December 2018**

DATE REVISED: ~~July 2013~~ **December 2018**

REFERENCES: AARC Bylaws, CT.005, and Delegate Handbook

### ***Policy Statement:***

The process used to prepare a slate of candidates for Association offices and to conduct elections shall be in accordance with the following revision from AARC's ~~July 2014~~ **December 2018** BOD meeting.

### ***Policy Amplification:***

1. An official nomination form must be submitted for each nominee.
2. Each nominee shall be notified of the location on-line where they can find the requirements of the Elections Committee in order to continue in the elections process with full instructions and the submission deadline date.
3. All candidates shall submit information (e.g., answers to questions. **Biographical form**) required of all nominees with a defined date of return to the Executive Office for preparation and publication in the appropriate publication to provide the general membership with additional information about the candidates.
4. An AARC Officer or Director shall not hold a paid or voluntary position of authority for or in any AARC Chartered Affiliate during his/her term of office as an AARC Officer or Director. Candidates holding such positions must submit in writing a plan for resolution of any conflict of interest prior to Election Committee consideration of candidates.
5. Questions will be derived from HOD/BOD input and organized/compiled by the Elections Committee. Nominees will respond ~~via mail, e-mail or fax~~ to the Executive Office according to established **standards and** timelines. The Committee will develop a question for the Section Chair nominees that would be specific to their role with input from the AARC President, focusing on the charges set forth for the particular section. The question will be generic for all Section Chair nominees.
6. The administrator/supervisor of each nominated individual must submit written certifying support for the candidate's nomination and time commitment for AARC responsibilities.
7. The Elections Committee members, under the guidance of the Committee chair, will review the compiled data, assess qualifications, rank, etc. Once the data is compiled, it will be sent to each committee member, followed by a telephone conference, and the

committee will decide upon a slate of candidates.

8. All nominated individuals shall be notified in writing the outcome of their nomination.
9. Successful nominees will be informed that although active campaigning is not encouraged, it is allowed according to the following guidelines for professional behavior. Any violation of these guidelines will be reported to the judicial committee for investigation:
  - a) Materials developed should be limited to one-page print or electronic communication.
  - b) Materials will ONLY include promotion of self and/or the election process in general.
  - c) Materials will NOT show other candidates in a negative light or slander their person.
  - d) No AARC resources can be utilized for campaigning (i.e. AARC communication platforms, AARC sponsored functions).
10. All deliberations within the Elections Committee for preparation of the slate of candidates shall be performed in Executive Session and may not be discussed beyond the committee. Any committee member breaching confidentiality of the aforementioned deliberations shall be referred to the AARC Judicial Committee for appropriate action.
11. The Elections Committee Chair shall submit the elections slate in writing to the Board of Directors and the House of Delegates no later than June 1. This deadline for submission of nominees may be extended as necessary.
12. Voting will be by an online process with the order of candidate names randomly listed.
13. The Elections Committee Chair shall receive and review the layouts of the general election ballots and the biographical forms.
14. The Elections Committee shall forward a roster of all nominees for the AARC Board of Directors to the President and/or President-elect which would include all personal contact information for these individuals (i.e., e-mail, work address, work phone, etc.) for consideration in the committee appointment process.
15. Past speakers of the House of Delegates are eligible for nomination for Association officer positions to include Secretary-Treasurer, Vice President for Internal Affairs, Vice President for External Affairs and President-elect, provided that they will have completed their full term of office as speaker-elect, speaker and immediate past speaker sometime prior to the year for which they would serve as an Association officer.
16. Write-in candidates for Directors and Officers of the Board of Directors of the AARC must meet the minimum eligibility requirements for the office for which they have received votes.

17. The Elections Committee shall have the ability to extend the established nomination period by 20 days if a full slate of candidates for each position has not been obtained.
18. The Committee's goal will be to have a minimum of two qualified members for each elected position.
19. The Executive Office will provide updated section membership numbers and election grid to the Elections Committee, reflecting December 31<sup>st</sup> membership.

**DEFINITIONS:**

**ATTACHMENTS:** Biographical Form Guidelines (See Appendix)

# American Association for Respiratory Care Policy Statement

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Policy No.: BOD.030

SECTION: Board of Directors

SUBJECT: **Strategic Planning**

EFFECTIVE DATE: December 2, 2018

DATE REVIEWED: December 2, 2018

DATE REVISED:

## REFERENCES:

### ***Policy Statement:***

The Board of Directors will continually evaluate the Associations strategic plan to ensure that it is up to date.

### ***Policy Amplification:***

1. As part of this process, the Strategic Planning Committee will review the strategic plan in the months prior to each of the scheduled BOD meetings to assure the Association is on track to meet the tactics, strategic objectives and/or overall goals of the plan.
2. The strategic planning process will be done in phases:
  - a. Each strategic plan runs from the start of a President's term through the end of that same President's end of term.
  - b. In the year where there is a President-elect, the current plan is in place, but the strategic planning committee works to review and decide if the plan is consistent with Association needs and the goals of the incoming President. Major revisions to a strategic plan should coincide with the start of a new AARC Presidency.

### **Strategic Planning Process:**

1. The AARC Strategic Planning Committee is tasked with the review and updating of the Strategic Plan.
2. There are many different ways to do strategic planning and in order to ensure the ability for the committee to flex with the times, no specific strategic planning process of format is identified or endorsed by this policy.
3. The committee must review the strategic plan document at minimum, prior to each AARC Board Meeting.
4. If the plan is current, the committee must at minimum update how the plan is being met.

5. If the plan has areas that are completed, this should be noted.
6. At the first AARC Board Meeting where there is a President-Elect (second year of the strategic plan), the Committee should begin looking at the strategic plan and how it relates to the overall goals and needs of the organization. If needed, the committee should work with the President-elect over the course of the next two AARC Board Meetings to realign and get approval of the AARC Board of Directors.
7. If changes are made to the AARC Mission and/or Vision, the committee must note they appear on the AARC Bylaws and will need to affect a bylaws change before a new mission or vision statement will take effect. That process could be a year-long at minimum.
8. The Strategic Plan is good for two years and must be updated or reaffirmed with the installation of each new AARC President.
9. At the new AARC Board Meeting which is held at the end of each AARC Congress, the new AARC Board will review and approve the strategic plan to allow it to begin with the new AARC Presidents term.

DEFINITIONS:

ATTACHMENTS: