

AMERICAN ASSOCIATION FOR RESPIRATORY CARE

Board of Directors Meeting

March 27, 2009

Minutes

Attendance

Tim Myers, BS, RRT-NPS, President
Toni Rodriguez, EdD, RRT, Past President
George Gaebler, MEd, RRT, FAARC, VP/Internal Affairs
Joseph Lewarski, BS, RRT, FAARC, VP/External Affairs
Karen Stewart, MS, RRT, FAARC, Secretary-Treasurer
Frank Salvatore, BS, RRT, FAARC, Past Speaker
Patricia Doorley, MS, RRT, FAARC
Debbie Fox, MBA, RRT-NPS
Lynda Goodfellow, EdD, RRT, FAARC
Michael Hewitt, RRT-NPS, FAARC, FCCM
Denise Johnson, BS, RRT
Ruth Krueger, RRT, MS, CHC
Douglas Laher, BSRT, RRT, MBA
John Lindsey, RRT
Robert McCoy, RRT, FAARC
Doug McIntyre, RRT
James Taylor, RRT
Michael Tracy, BA, RRT-NPS, RPFT
Brian Walsh, RRT-NPS, RPFT

Guests

Bill Sims
Larry Wolfish
Frank Sloan
Casey Conway
Cam McLaughlin
Tom Lamphere
Dawn Rost
Debra Skees

Absent

Kent Christopher, MD, RRT FAARC, BOMA Chair (Excused)

Consultant

John Hiser, MEd, RRT, FAARC, Parliamentarian
Dianne Lewis, MS, RRT, FAARC, President/Presidents Council

Staff

Sam Giordano, MBA, RRT, FAARC, Executive Director
Tom Kallstrom, BS, RRT, AE-C, FAARC, Chief Operating Officer
Ray Masferrer, RRT, FAARC, Associate Executive Director
Steve Nelson, RRT, FAARC, Associate Executive Director
Sherry Milligan, MEd, Associate Executive Director
William Dubbs, MHA, MEd, RRT, Director of Education and Management
Ann Marie Hummel, Regulatory Affairs Director
Miriam O'Day, Federal Government Affairs Director
Cheryl West, State Government Affairs Director
Tony Lovio, Controller
Brenda DeMayo, Administrative Coordinator

CALL TO ORDER

President Tim Myers called the meeting of the AARC Board of Directors to order at 8:00 a.m. CST, Friday, March 27, 2009.

Secretary-Treasurer Karen Stewart called the roll and declared a quorum.

INTRODUCTIONS

President Tim Myers asked members to introduce themselves.

SWEARING IN OF DIRECTORS

Parliamentarian John Hiser administered the oath of office to Ruth Krueger and Dianne Lewis and declared them installed as Directors of the AARC Board.

APPROVAL OF MINUTES

Karen Stewart moved “To accept the minutes of the December 11, 2008 meeting of the AARC Board of Directors as corrected.”

Motion Carried

Karen Stewart moved “To accept the minutes of the December 12, 2008 meeting of the AARC Board of Directors.”

Motion Carried

Karen Stewart moved “To accept the minutes of the December 16, 2008 meeting of the AARC Board of Directors as corrected.”

Motion Carried

E-MOTION RATIFICATION

Karen Stewart moved to accept the following E-motions discussed over the BOD Listserv since December, 2008.

EM-09-1-15.1 “That the AARC BOD ratify the Presidential appointment of Cheryl Hoerr, MBA, RRT to the Program Committee.”

EM-09 1-29.1 “That the following charges be added to the Cultural Diversity Committee’s existing charges:

- Develop a mentoring program for AARC members with the purpose of increasing the diversity of the BOD and HOD.
- The Committee and the AARC continue to monitor and develop the web page and other assignments as they arise.

EM-09-1-34.1 “That Joseph Huff be removed from the Ad Hoc Pinnacle Award Committee, and that Tammy Jarnigan, RRT, Edward Conway, RRT and Douglas Laher, MBA, RRT be added to the Committee.

Motion Carried

GENERAL REPORTS

PRESIDENT’S REPORT

President Tim Myers reported that the following were appointed to the JCAHO Ambulatory PTAC:

- Mike Hewitt (Primary Representative)
- Suzanne Bollig (Alternative Representative).

PRESIDENTIAL APPOINTMENT RATIFICATION

Debbie Fox moved to accept **FM 09-1-71c.1** “To ratify the Presidential appointment of Mike Hewitt and Suzanne Bollig as primary and alternative representatives respectively to the JCAHO Ambulatory PTAC.”

Motion Carried

President Tim Myers updated members on the Tennessee Polysom issue stating that RTs practicing sleep in that state for decades would have to sit for a sleep exam at a cost of approximately \$1000. We want that provision deleted. We subsequently hired a lobbyist in the State of Tennessee to work on amending this law which also had other flaws in addition to the “RT to RPSGT” provision. A Chattanooga contingency obtained 98 signatures and sent them to the legislators saying that they wanted the “RT to RPSGT” provision deleted. Sam and President Myers went to Tennessee to speak before and explain to RTs why the AARC is opposed to this legislation. This action prompted many others to form a coalition in support of the AARC. Charlie Brooks will testify at a Tennessee hearing on AARC’s behalf in early April.

Hawaii and Alaska do not have RT licensure in their states, but Hawaii has finally moved in that direction. AAST and AASM oppose their efforts to obtain licensure. And, again, AARC defended the state's action.

POTENTIAL CONFLICT OF INTEREST

President Tim Myers advised members of a potential Conflict of Interest for a person on the AARC Board to also have a position on their state board. Someone in the HOD asked for a legal opinion who said they were approached by a director on the Board. He asked members to use caution in their interactions with others and to not speak for the entire Board.

RECESS

President Tim Myers recessed the meeting of the AARC Board of Directors at 9:45 a.m. CST, Friday, March 27, 2009.

RECONVENE

President Tim Myers reconvened the meeting of the AARC Board of Directors at 10:00 a.m. CST, Friday, March 27, 2009.

AUDITORS REPORT

Bill Sims, who is a partner with the Salmon Sims Thomas auditing firm, reported that it is his job to render an opinion on financial statements as to reasonable assurance under generally accepted accounting principles (GAAP). He was pleased to report that the Association received a clean opinion. Mr. Sims reviewed all of the financial statements and commented that the standard cash reserve for a non-profit organization is approximately 3 months, however AARC's cash reserve extends to 7 months in which it could operate with available cash should an emergency arise.

The auditor's suggestion for the Association was to develop an acceptable report of investment results to enable the leadership to determine that the investment return is reasonable in light of AARC's investment strategy.

LEGAL COUNSEL

AARC's legal counsel, Larry Wolfish, stated he has represented the Association for more than 25 years. He discussed fiduciary responsibility of Directors of a non profit Board of Directors. He illustrated that while the Bylaws outline management and regulation of the organization, it is the Board's responsibility to carry out those regulations and supervise the officers of the organization's committees. He defined Conflict of Interest as:

...any situation in which a Director has direct or indirect outside personal interest which has the potential of being contrary to the best interest of the Association.

AARC INVESTMENTS

AARC's investment advisors Frank Sloan and Casey Conway were introduced. Mr. Sloan reported on the management of AARC's investments stating last year's economic downturn reflected a panic in the market in October and November of 2008. Stocks and bonds markets are attractive right now. AARC's portfolio is generating half a million dollars in dividends. He stated his team meets with the Executive Office team regularly to stay on top of strategy for AARC investments. They recently also lowered allocations in the foreign sector while the U.S. dollar was weak. The credit crisis created fear in all markets and AARC funds were reallocated to more bonds than stocks. We're currently operating with 45% stocks and 55% bonds.

RECESS

President Tim Myers recessed the meeting of the AARC Board of Directors at 10:50 a.m. CST, Friday, March 27, 2009.

RECONVENE

President Tim Myers reconvened the meeting of the AARC Board of Directors at 11:15 a.m. CST, Friday, March 27, 2009.

EXECUTIVE OFFICE REPORT

AARC Operations

Operations Manager, Tom Kallstrom, reported that membership continues to grow. 384 members were added since Monday of this week bringing total members to 48,898. AARC launched its ASME program so RTs can now meet the asthma codes. He invited members to observe the MSU in Dallas this week at the Red Hat convention. The COPD educator course will be launched and go online later this year. The asthma prep course will be released in April.

Executive Office Miscellaneous Activities

Executive Director, Sam Giordano, reported that he was appointed to a new research group funded by the NHLBI and AHRQ and is involved in the coordination of care area. This is a two-year project. He attended the NAMDRC board meeting and reported they are supportive to our position on polysom and are eager to support the Part B initiative. They will develop a letter of support in terms of the licensing issue and a new letter of support for the Part B initiative. US COPD had elections for officers in which Sam was voted Treasurer. The first version of the aerosol document has ended and will then go to version two for pharmacists and physicians, then version three aimed at patients. ATS

asked Mr. Giordano to give a presentation at the Patient Advisory Roundtable (PAR). He suggested taking advantage of recruitment during this economy.

Project 2015 and Beyond Update

Education Director Bill Dubbs updated members on Project 2015 and Beyond. The second installment is slated for April 6-8 in Dallas. About 45 attendees are expected. The proceedings of the first conference were printed in the recent issue of *RESPIRATORY CARE*. We will take the information from the first conference and apply that to the second conference which will be chaired by Tom Barnes. The third conference will occur late this year or early next year.

Mr. Giordano briefly discussed **HR 94-08-24** which states:

“Resolved that the AARC provide the option of direct deposit of state affiliate’s quarterly revenue sharing checks into affiliate’s checking account.”

He advised that this project would be addressed after receipt of affiliate feedback regarding their willingness to provide financial support for the program.

Karen Stewart moved to accept **Recommendation 09-1-1.1** “That the Executive Director be given the authority to freeze salary increases for all AARC employees beginning April 1, 2009 and ending March 31, 2010.

Motion Carried

PRESIDENT’S COUNCIL

Dianne Lewis reported members will be asked to provide the Board’s nominees at this meeting for the Life and Honorary Membership Awards. Nominators will be responsible for receiving their nominee’s CV or resume. She advised that the Council wishes to establish an Association historian, and are developing a job description and compiling past president interviews. Also under consideration is a museum or a virtual museum as well as evaluating funding of such a project.

Karen Stewart moved to accept **Recommendation 09-1-8.1** “That the AARC Program Committee establish the Barry Shapiro, MD lecture to be held every year at the International Congress.”

Toni Rodriguez moved “To refer **Recommendation 09-1-8.1** to the Program Committee to determine logistics, feasibility and adaptation to our current structure.”

Motion to Refer Carried

RECESS

President Tim Myers recessed the meeting of the AARC Board of Directors at 12:05 p.m. CST, Friday March 27, 2009.

RECONVENE

President Tim Myers reconvened the meeting of the AARC Board of Directors at 1:15 p.m. CST, Friday March 27, 2009

OTHER REPORTS

COMMITTEE ON ACCREDITATION FOR RESPIRATORY CARE (COARC)

CoARC Executive Director Tom Smalling stated there are currently 400 accredited respiratory care programs with one international satellite campus in Saudi Arabia. CoARC is looking forward to January 2010 when they will separate from CAAHEP. CoARC's new Chair elect is David Bowden. Mr. Smalling thanked Board member Lynda Goodfellow and the rest of program committee for their work on the summer forum for 2009. The CoARC executive office experienced a number of operational changes to improve infrastructure. Also planned is a revision of the strategic plan. Mr. Smalling thanked Tom Lamphere for his design of a manpower survey. The CoARC Standards were recently released to the public for comment with a deadline date of May 1 and will again make revisions at the July meeting. They hope to have it finished by January, 2010. Only 6 out of 400 programs are under probation.

STATE GOVERNMENT AFFAIRS REPORT

Cheryl West reported on sleep issues. Sleep legislative issues of concern are occurring in varying degrees in Minnesota, Georgia Maryland, Hawaii, Kansas, Oklahoma, and of course in Tennessee. The AARC is responding to and assisting state societies in these challenges.

STANDING COMMITTEE REPORTS

BYLAWS COMMITTEE REPORT

Karen Stewart moved to accept **Recommendation 09-1-9.1** "That the AARC Board of Directors approve the proposed changes to the Louisiana Society for Respiratory Care's bylaws."

Motion Carried

NOMINATIONS FOR PRESIDENT-ELECT

President Tim Myers urged members to nominate candidates for President-elect. The ballot must be approved by June 1st.

FINANCE COMMITTEE REPORT

George Gaebler moved to accept **Recommendation 09-1-12.1** “That the AARC Board of Directors appoint Frank Salvatore as a special consultant to the AARC’s Audit Subcommittee.”

Motion Carried

George Gaebler moved to accept **Recommendation 09-1-61.1** “That the AARC Board of Directors fund Debra Koehl’s attendance at the AACVPR meeting in Philadelphia in October, 2009.”

George Gaebler moved “To accept **Recommendation 09-1-61.1** for information only.”

Motion Carried

George Gaebler moved to accept **Recommendation 09-1-13.1** “To provide the Board with a report on investment return.”

Jim Taylor moved “To refer **Recommendation 09-1-13.1** to the Executive Office and report back by the Summer Board meeting”

Motion to Refer Carried

STRATEGIC PLANNING COMMITTEE

Karen Stewart moved to accept **Recommendation 09-1-16.1** “That the Strategic Planning Committee be granted an extension for the charge ‘make recommendations to the Board for any needed revisions or adjustments in the Strategic Plan at the Spring 2009/2010 Board of Directors Meeting’ until the summer 2009 Board meeting.”

Toni Rodriguez moved “To refer **Recommendation 09-1-16.1** to the President.”

Motion to Refer Carried

STANDING REPORTS ACCEPTANCE

George Gaebler moved “To accept the Standing Committee Reports.”

Motion Carried

RECESS

President Tim Myers recessed the meeting of the AARC Board of Directors at 2:50 p.m. CST, Friday, March 27, 2009.

RECONVENE

Past President Toni Rodriguez reconvened the meeting of the AARC Board of Directors at 3:15 p.m. CST, Friday, March 27, 2009.

ACCEPTANCE OF AUDITOR'S REPORT

Karen Stewart moved "To accept the 2009 auditors report."

Motion Carried

SPECIALTY SECTION REPORTS

CONTINUING CARE REHAB REPORT

George Gaebler moved to accept **Recommendation 09-1-50.1** "That the AARC BOD consider a 'How To' program on pulmonary rehab programs to be incorporated into the 2009 Congress."

Jim Taylor moved "To amend **Recommendation 09-1-50.1** to delete the phrase 'to be incorporated into the 2009 Congress'."

Motion to Amend Carried

Amended Motion Carried

Jim Taylor moved "To refer the amended **Recommendation 09-1-50.1** which states 'That the AARC BOD consider a How To program on pulmonary rehab programs' to the Executive Office with a report back by the Summer Board meeting."

Motion to Refer Carried

MANAGEMENT SECTION REPORT

Previously submitted recommendations were withdrawn.

SPECIALTY SECTION REPORTS ACCEPTANCE

George Gaebler moved "To accept the Specialty Section reports as submitted."

Motion Carried

SPECIAL COMMITTEE REPORTS

POSITION STATEMENT COMMITTEE REPORT

George Gaebler moved to accept **Recommendation 09-1-26.1** “That the AARC BOD approve revision of the position statement entitled ‘Respiratory Therapist Education’ to incorporate the changes identified in **ATTACHMENT “A”**.”

Motion Carried

SPECIAL COMMITTEE REPORT ACCEPTANCE

George Gaebler moved to accept “That the Board of Directors accepts the Special Committee reports as submitted.”

Motion Carried

HONORARY MEMBERSHIP NOMINATIONS

Ruth Kreuger moved “To enter into Executive Session.”

Motion Carried

EXECUTIVE SESSION

President Tim Myers convened the Executive Session at 4:00 p.m. CST, Friday, March 27, 2009.

EXECUTIVE SESSION ADJOURNED

President Tim Myers adjourned Executive Session at 4:10 p.m. CST, Friday, March 27, 2009.

LIFETIME ACHIEVEMENT AWARD NOMINATIONS

Denise Johnson nominated Alex Adams
Mike Hewitt nominated Vijay Deshpande
James Taylor nominated Homer Engert

A paper vote was taken and the Board’s nominee for the **Lifetime Achievement Award** is **Vijay Deshpande**.

RECESS

President Tim Myers recessed the meeting of the AARC Board of Directors at 4:15 p.m. CST, Friday March 27, 2009.