Board of Directors

Agenda

September 24, 2019

*The mission of the RIAPA Board of Directors is to provide the leadership necessary to carry out the mission of the Academy by:*

* *Adhering to and adopting policies and procedures which are consistent with ethical and legal standards; are in the best interest of the Academy; and are sustainable*
* *Strategic plannin*
* *On going performance evaluation*
* *Mentoring current and future leaders*

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| Members present: | Jay Amrien, Cheryl Barber, Jim Carney, Ray Cord, Kendra Dawless, Chris Ferreira, Rodolfo Gallinati, Jen Geremia, Rebecca Ginsburg, Karen Sclama |
| Staff: | Marc Bialek |
| Guests: | Madison Macaruso, |

Call to Order at {XXXXXX| by

Declaration of quorum

General membership comments

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|  |  | Disposition |
| Approval of agenda |  |  |
| [Consent calendar](#concal) | [Approval of minutes of minutes of August meeting](#Min)  [Treasurers Report](#TRpt) |  |
| [Reports](#Rpts) | None |  |
| [Unfinished business](#UFBus) | Bryant Grant MOU (Deferred) |  |
|  |  |  |
| [New Business](#NewBus) |  |  |
| Motion by Exec Committee | Motion to delete policy creating Associate and Pre-PA membership categories.  Rationale: [RIGL 7-6-15](http://webserver.rilin.state.ri.us/Statutes/TITLE7/7-6/7-6-15.HTM) requires the all membership categories be defined in the bylaws therefore we can not have membership categories created in policy. |  |
| Motion by Exec Committee | Moved that the 2 year membership option be discontinued  Rationale:  Pro:   1. There is no proven benefit to offering this option 2. The “cost” to the Academy is creating clutter on our membership pages 3. Too many options to pick from may confuse potential members.   Con:   1. Members electing a 2 year membership are more likely to renew 2. Offering the option does not create clutter on the website or confuse members   Considerations  Total new members since 9/01/18: 41  1year membership. 23 (56%)  2 year memberships 7 (17%)  Auto-renew memberships. 11 (27%) | c |
| Motion by Exec Committee | Moved To present to the membership for ratification that § 4.3 of the Bylaws be amended as follows:  Article 1of the Bylaws be amended **as follows:**  **Article 1 ` Non Profit Purpose**   * 1. IRS Section 501(c)(6) Purpose:   This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code   * 1. Specific Objectives and Purposes:   The Rhode Island Academy of Physician Assistants (RIAPA) is organized and shall be operated exclusively for the following purposes to include representing physician assistants and physician assistant students so as to maximize the benefit of their services to the public. The RIAPA shall:   * 1. Encourage its members to render high-quality service to the health professions and the public.   2. Develop, sponsor, and evaluate continuing medical or medically related education programs for the physician assistant.   3. Assist in the development of role definition for the physician assistant.   4. Develop, coordinate, and participate in studies having an impact either directly or indirectly on the physician assistant profession.   5. Serve as a public information center with respect to its members, health profession, and the public.   6. Represents the PAs of Rhode Island nationally through the AAPA House of Delegates   Rationale: This has always been an unstated purpose so why not state it? |  |
| Motion by Exec Committee | Moved to present to the membership for ratification that § 4.03 of the Bylaws be amended as follows:  Section 4.03 Membership Categories  The membership shall consist of fellow, student, affiliate, physician, honorary, retired, and associate ~~and such other member categories as may be created by the Board. No category created by the Board shall not have privilege of the floor or voting rights.~~  Rationale: RIGL [RIGL **§ 7-6-15.**](#RIGLMem) **Requires that “…** *the designation of the class or classes; the manner of election or appointment; and the qualifications and rights of the members of each class shall be stated in the articles of incorporation or the bylaws….”* |  |
|  | Moved to present to the membership for ratification that § 4.08 of the Bylaws be amended as follows:  Section 4.08 Associate  Associate members zre health professional approved by the Board who desire to associate with the Academy. Associate members shall be entitled privileges of the floor but may not vote or hold office  Rationale: New necessary membership ctegory |  |
|  | Moved to present to the membership for ratification that § 6.02 of the Bylaws be amended as follows:  § 6.02 Meetings of Members  Meetings of the members shall be called by the board of directors, the president of the corporation, a quorum of the member as defined in §6.04 of these bylaws or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members. ~~Special meetings of the organization maybe requested by a majority of the voting members.~~  Rationale: Clarifies procedure for members to calla membership meeting |  |
|  | Moved to present to the membership for ratification that the Bylaws be amended by striking § 6.07 which reads as follows:   * 1. Action by Written or Electronic Ballot   ~~Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action that may be taken at any meeting of members may be taken without a meeting if the corporation distributes a written or electronic ballot to each member entitled to vote on the matter. The ballot shall:~~   1. ~~Set forth the proposed action.~~ 2. ~~Provide an opportunity to specify approval or disapproval of each proposal.~~ 3. ~~Indicate the number of responses needed to meet the quorum of 20% (twenty percent) of the member eligible to vote and, except for ballots soliciting votes for the election of officers and directors, state the percentage of approvals necessary to pass the measure submitted.~~ 4. ~~Specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time with- in which to return their ballots to the corporation.~~   Rationale:  Pro:   * + - * 1. This allows the Board to put any before the members for a vote and at the same time precludes the members from arguing for or against the issue or offering amendments. Removing this section assures that the members have a have the unfettered right to full participation in the process.         2. Time sensitive issues   Con:   1. Electronic voting is necessary in order to deal with time sensitive issue. |  |
| 10`9 - | [2019 -2021 Calendar](#Cal) |  |

Consent Calendar

Board of Directors

August 26, 2019

Presentation

*Parliamentary Procedure – What every board member needs to know*

[*David Jackson, PA-C, DMSc, DFAAPA, RPR*](https://www.nyit.edu/bio/djacks01)

Minutes

*The mission of the RIAPA Board of Directors is to provide the leadership necessary to carry out the mission of the Academy by:*

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* *On going performance evaluation*
* *Mentoring current and future leaders*

In Attendance: Jennifer Geremia, Ray Cord, Jim Carney, Allegra Bernardo, Jay Amrien, Rodolfo Gallinati, Aleko, Madison Macaruso, Aleko Kimbouris (non-board member)

Call to order: J. Carney at 8:47pm

Declaration of quorum J.Carney

General membership comments

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|  |  | Disposition |
| Motion to suspend the rules | Moved that the rules regarding usual order of business be suspended to conserve time. | Motion made by R. Cord Second J.Geremia  Minimal Discussion  Vote: No opposition-Vote Passes |
| Motion by the Executive committee that Policy 1.6.1 Financial records be amended. | 1.6.1. ~~Quarterly~~ Monthly as well as end of the year revenue and expense reports and balance sheet shall be prepared by the contracted management services organization under the direction of the Treasurer.  Rationale: We need to follow our financial statements more frequently than quarterly | Motion brought by the Executive Committee Second J. Geremia  Minimal Discussion  Vote: No opposition-Vote Passes |

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| Motion by Executive Committee to amend Policy 5.5 | 5.5. The agenda for scheduled meetings shall be sent to each Board member’s email address of record no later than ~~10 (ten)~~ 5 (five) days prior to the scheduled meeting. Members of the Board may request that items for new business be placed on the agenda by emailing the proposed items to the Secretary no later than ~~7 business~~ 5 (five) days prior the preceding Executive Committee meeting.  *Rationale: Shortening all the notification dates allows for a longer period for the EC to prepare the agenda.* | Motion brought the Executive Committee, Second: J. Amrien  Minimal Discussion  Vote: No opposition-Vote Passes |
| Motion by the Executive Committee to approve fee schedule for PA week Celebration | Registration prior to 9/19:  RIAPA Members…………………. $10  Guests of RIAPA Members…… $10  Non-members…………………….. $35  Registration after 9/19  RIAPA Members…………………. $15  Guests of RIAPA Members…… $15  Non-members…………………….. $45 | Motion brought by the Executive Committee, Second: J.Amrien  No discussion  Vote: No opposition-Vote Passes |
| Motion to Adjourn |  | Motion brought by J. Amrien Second: R. Gallinatti  Vote: No opposition-Vote passes |

Treasurers Report

Note

RIAPA Master Calendar

2019 - 2020

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|  | | |
| June 1 |  | 1. File AAPA Leadership change form 2. File Annual Report with SOS |
| July 1 | Start leadership year | 1. Deadline for filing AAPA Leadership Change Form 2. Update Leadership website page |
| July 8th | Executive Committee meeting |  |
| July 10 | Deadline for rcipt of BOD agenda items |  |
| July 19 | Deadline for BOD Agenda distribution |  |
| July 29 | Board of Directors Meeting @ RIMS |  |
| July 23 | Send July newsletter |  |
| August 15 | Executive Committee Meeting |  |
| August 20 | AAPA Leadership Round Table Conference Call | [MORE INFO](https://www.aapa.org/about/constituent-organizations/constituent-organization-leader-roundtables/) |
| August 26 | BOD Meeting |  |
| Sept 1 | Deadline for Sept newsletter articles |  |
| September 20th | RIMS Convivium |  |
| September 9 | Exec Committee Meeting (Conference Call)  Deadline for reports and agenda items |  |
| September 9 | Rxectuive Committee Conference Call |  |
| Sept 13 | Distribution of BOD Aagenda |  |
| September 6-13 | BOD Meeting |  |
| September 24 | Board of Directors Meeting |  |
| October 3 | PA Week Celebration | See event timeline |
| October 14 | Deadline for Reports and agenda items | Executive Committee |
| October 21 | Executive Committyee Meeting |  |
| October 28 | BOD Meeting |  |
| November 8 | RI Derm Society Exhibit | ? presentation/exhibit |
| November 11 | Deadline for reports and agenda items |  |
| November 18 | Exec Committee |  |
| November 25 | BOD Meeting |  |
| 2020 | | |
| January 1 | Start of Fiscal Year |  |
| January 13 | Deadline for reports and agenda items |  |
| January 20 | Executive Committee |  |
| January 27 | BOD Meeting |  |
| March 15 | Deadline for submission of HOD Resolutions |  |
| March ?? | Bryant Graduation | 1. Contact program for list of graduates 2. Convert Student members Class of ‘20 to Affiliate members with new date of renewal of 12/31/2020 |
| April 1 | Date of record for elections | Download Fellow and Affiliate membership lists |
| April 2 | Reimbursement Seminar |  |
| May 1 | Start elections | Open electronic ballot site and send announcement |
| May XX | JWU Graduation | 1. Contact program for list of graduates 2. Convert Student members Class of ‘20 to Affiliate members with new date of renewal of 12/31/2020 |
| May 19 – 23 | AAPA Annual Meeting –Nashville |  |
| May 31 | Close elections | Close electronic ballot site |
| June 1 |  | Order new name badges fpr BOD members |
| June 1 | File annual report with SOS |  |
| June 27 | Board Orientation and Strategic Planning Session |  |
|  | | |
| Monthly To-Do List | | |
| 1. Download DOH Licensee list and send membership invitation letter to all new licensees 2. Send blast email to all lapsed members 3. Generate membership report. 4. Generate Rand Expense Report NLT 5th of the month. | | |

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| 2020 – 2021 Master Calendar | | |
| July JULY 6 | Executive Committee Meeting |  |
| July 27 | Board of Directors Meeting |  |
| August 10 | Executive Committee Meeting |  |
| August 31 | Board of Directors Meeting |  |
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| October 8 | PA Week Celebration |  |
| March ?? | Opioid Prescribing CME |  |
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