



MEETING
FCLB Board of Directors

Saturday, November 19, 2022
Via Zoom

MINUTES

NOTE: Minutes are not totally chronological, as discussion and motions related to a specific agenda item are consolidated under that topic.

PRESENT:

OFFICERS:

Carol Winkler, D.C., President
Keita Vanterpool, D.C., Vice President
Robert Daschner, D.C., Treasurer
Karlos Boghosian, D.C., Immediate Past President

EXECUTIVE BOARD OF DIRECTORS:

Lisa Kouzes, D.C., District I Director
Brian McIntyre, D.C., District II Director
George Khoury, D.C., District III Director
Karen Campion, D.C., District IV Director & Board Chair
Beth Ehlich, D.C., District V Director

ADMINISTRATIVE FELLOW DIRECTOR:

Ms. Beth Kidd, Administrative Fellow Director

ALTERNATE DIRECTORS:

Dr. Ridge Pidde, D.C., District II Alternate Director (9:09 a.m.)
Dr. Janis Noseworthy, D.C., District III Alternate Director
Dr. Dionne McClain, D.C., District IV Alternate Director

LEGAL:

Ms. Amy Richardson, Attorney

STAFF:

Dr. Jon Schwartzbauer, Executive Director
Ms. Julie Finn, Executive Assistant
Ms. Vicki Young, Finance and Benefits Manager
Ms. Kelly Webb, PACE and PR Coordinator
Ms. Janelle Grier, Program/CIN-BAD Administrator

MEETING DETAILS

I. Call to Order, Roll Call, Announcements, Integrity Check

Call to Order: 9:03 a.m. MST

Integrity Check:

As we are all aware, there is ongoing litigation between Dr. Vanterpool and the FCLB Board of Directors, inclusive of Drs. Winkler and Boghosian, and out of respect for all parties to the litigation and the integrity of the process, the existence of the lawsuit is not to enter into any consideration related to conducting the important business of the FCLB. Each Board member is expected to, as always, continue to conduct themselves with courtesy, respect and in a manner consistent with our fiduciary obligations. Undoubtedly there will be times that legal updates will be necessary in the ordinary course of the FCLB business. Based on privilege and conflict of interest principles, such discussions will be undertaken in executive session and, outside the presence of Dr. Vanterpool. During these executive session discussions, the subject matter will be limited to matters related to the litigation and protected by relevant privilege issues. All Board of Director members are expected to continue to adhere to the conflict of interest principles when undertaking all FCLB business and recuse themselves from matters where objectivity is at stake.

Announcements:

Mr. Taylor could not attend the meeting.

II. Consent Agenda

A. Board Meeting Agenda

<u>M/S</u>	<u>McIntyre / Kouzes</u>	<u>To approve the motions in the consent agenda as written. All in favor. None opposed. Motion carried.</u>
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B. Standing Rules

C. Minutes

D. Board Policy Manual

1. Revision Process - Update

Dr. Kouzes gave an update to the board about the revision process to the Board Policy Manual.

III. Legal Issues

1. None to Date

FCLB GOVERNANCE / OPERATIONS/ SERVICES

1. Financial Report

1.1 Membership Dues Report

Dr. Daschner gave an update to the board.

<u>M/S</u>	<u>Vanterpool / Daschner</u>	<u>To increase the 2023 membership dues to 4%. All in favor. None opposed. None abstain. Motion passed.</u>
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1.2 Budgetary Issues as on 9/30/2022

A. Status Report

Dr. Daschner gave an update to the board.

B. Profit and Loss Report

C. Programs & Meetings Ledger

D. Board of Director Designated Funds

Dr. Daschner presented a powerpoint to the board detailing the draft budget

1.3 Preliminary DRAFT Budget

Drs. Schwartzbauer, Dashner, and Ms. Young presented the draft budget to the board.

1.4 Operating Fund

<u>M/S</u>	<u>McIntyre / Kouzes</u>	<u>To approve the reallocation of 5% of the projected 2022 revenues to the Operating Fund effective 12/31/2022. This will bring the total in the 12 month Operating Fund to approximately \$64,725 (53.7% of our 12 month goal). All in favor. None Opposed. None abstain. Motion passed.</u>
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1.5 Request for Proposals for Audit

The board discussed the three proposals obtained by staff to perform future audits.

<u>M/S</u>	<u>Vanterpool / Khoury</u>	<u>To interview the TaylorRoth firm, prior to making a decision about who does the audit.</u> Ms. Kidd, Drs. Vanterpool, Khoury, McIntyre in favor. Drs. Daschner, Winkler, Campion, Boghosian, Kouzes and Ehlich opposed. Motion failed.
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The board discussed the audit process and staff recommendations.

<u>M/S</u>	<u>Winkler / Daschner</u>	<u>To retain Anderson and Whitney as our auditor for one more year.</u> All in favor. None opposed. Motion Passed.
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The board further discussed the time frame of retaining the auditor in accordance to FCLB Policy. The Board reconsidered the motion.

<u>M/S</u>	<u>Daschner / Boghosian</u>	<u>To reconsider the motion.</u> All in favor. None opposed. Motion passed.
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<u>M/S</u>	<u>Winkler / Kidd</u>	<u>To amend the original motion to remove the one year time frame and to retain Anderson and Whitney as our auditor to follow FCLB Policy.</u> All in favor. None opposed. Motion passed.
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1.6 Investment of cash from checking

<u>M/S</u>	<u>Winkler / Khoury</u>	<u>To move \$450,000 to Innovest Keeping \$200,000 in the Money Market if we can direct them to do that.</u>
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The board further discussed the motion regarding the amount being invested.

<u>M/S</u>	<u>Winkler / Khoury</u>	<u>To amend the original motion to move \$400,000 to Innovest.</u> <i>Drs. Winkler, Daschner, Bogoshian, Vanterpool, Khoury, Campion, Kouzes, and McIntyre. Ms. Kidd in favor. Dr. Ehlich opposed. Motion passed.</i>
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Break at 10:55 a.m. MST

Reconvene at 11:07 a.m. MST

2. District Meetings

- 2.1 District Meeting Evaluations
- 2.2 2023 District Meeting Dates & Locations

3. Mid-Year Meeting

- 3.1 2023 Mid Year Meeting: Update from NBCE

4. PACE

- 4.1 PACE Program Status
 - A. Update on boards and providers
 - B. Review Team and PACE Committee Membership

<u>M/S</u>	<u>Ehlich / Kidd</u>	<u>To approve the President's appointments. Ms. Julie Strandberg (NV) for a second term as the Board Administrator representative. To appoint Dr. Franchesca Vermillion (OR) and Dr. Heather Henrichs (NE) to the PACE review team.</u> <i>All in favor. None opposed. Motion Passed.</i>
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5. FCLB Board of Directors

5.1 SOAP

Dr. Schwartzbauer went over the SOAP chart with the board, he discussed accomplishments made this year and items that are still in process.

The board directed Dr. Schwartzbauer to keep track of what is accomplished as the items are completed and note those changes on the chart.

5.2 Juneteenth

Dr. Schwartzbauer asked the board if the FCLB would consider Juneteenth an FCLB Holiday as it is now an Federal Holiday.

<u>M/S</u>	<u>Winkler / McIntyre</u>	<u>To recognize Juneteenth as a FCLB Holiday.</u> <i>All in favor. None opposed. Motion Passed.</i>
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6. Personnel Issues

6.1 COLA Considerations

7. Membership Issues

7.1 None to Date

8. FCLB Technology, Communications, & Social Media

8.1 Website & Software Update

8.2 Official Directory

8.3 Social Media Update

9. Committees

9.1 Investment Committee

9.2 Finance & Audit Committee - None to Date

9.3 Resolutions & Bylaws Committee - None to Date

9.4 Model Practice Act Committee - None to Date

9.5 Telehealth Committee - None to Date

9.6 Speciality Councils Task Force - None to Date

9.7 Diversity & Inclusion Committee - None to Date

9.8 Post Pandemic Mitigation Task Force - Sunset?

<u>M/S</u>	<u>McIntyre / Kouzes</u>	<u>To sunset the Post Pandemic Mitigation Task Force.</u> <i>All in favor. None opposed. None abstain. Motion Passed.</i>
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9.9 CCCA Committee - None to Date

9.10 CBAC

Ms. Kidd gave an update to the board.

9.11 Friends and Supporters of the FCLB Committee

9.12 Licensure Portability Task Force - Sunset?

<u>M/S</u>	<u>McIntyre / Kidd</u>	<u>To sunset the Licensure Portability Task Force.</u> <i>All in favor. None Opposed. None abstain. Motion Passed.</i>
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Appointment Changes to Special & Standing Committees

Dr. Winkler made appointments and changes to the standing committees as follows:

Finance and Audit Committee

Robert Daschner, D.C. (MN) - Chair
 Brian McIntyre, D.C. (MO)
 Cathy Reikeman, D.C. (NM)

Resolutions & Bylaws Committee

Kevin Fogarty, D.C. (FL) - Chair
 Karlos Boghosian, D.C. (CT)
 Jason Jaeger, D.C. (NV)
 Brian McIntyre, D.C. (MO)
 Wayne Bennett, D.C. (AZ)
 Heather Henrichs, D.C. (NE)

Certified Chiropractic Clinical Assistant Committee

Ridge Pidde, D.C. (MN) - Chair
 James Buchanan, D.C. (WY)
 Lisa Blanchard (ND)
 Beth Ehlich, D.C. (SC)
 Cassandra Hulme (TN)
 Jason Hulme, D.C. (TN)
 Kathy Weidner (CO)
 Rane Diefenderfer (WY)
 Brian McIntyre, D.C. (MO)

Model Practice Act - Task Force

Cynthia Tays, D.C. (TX) - Chair
 Mark Bronson, D.C. (TX)
 James Buchanan, D.C. (WY)
 Kevin Fogarty, D.C. (FL)
 Margaret Freihaut, D.C. (MO)
 Vanessa Wise, D.C. (WA)
 Susan Bogni (WA)
 Shannon Gaertner- Ewing, D.C. (ID)
 Karen Campion, D.C. (TX)

Supporter and Friends of the FCLB Committee

Emily Wood (NCMIC) - Chair (?)
 Hank Hulteen, D.C. (SC)
 Keita Vanterpool, D.C. (DC)
 Vanessa Wise, D.C. (WA)
 Brenda Holland, D.C. (WI) (?)

Telehealth Committee

Wayne Bennett, D.C. (AZ) - Chair
 George Khoury, D.C. (PA)
 David Paris, D.C. (CA)
 Cynthia Tays, D.C. (TX)
 Keita Vanterpool, D.C. (DC)
 Franchesca Vermillion, D.C. (OR)

Specialty Councils - Task Force

Karen Campion, D.C. (TX) - Chair
Richard Cole, D.C. (TN)
Beth Ehlich, D.C.(SC)
Margaret Friehtaut, D.C. (MO)
Steven Gould, D.C. (KS)
George Khoury, D.C. (PA)
Beth Kidd (OK)
Julie Mayer - Hunt, D.C. (FL)
Cynthia Tays, D.C. (TX)
William Owens, D.C. (NY)

Diversity & Inclusion Committee

Dionne McClain, D.C. (CA) - Chair
Quentin Brisco, D.C. (LA)
Aaron Chan, D.C. (WA)
William Foshee, D.C. (TX)
Kindra Ingram, D.C. (MD)
Stephanie Johnson, D.C. (DC)
Kimberly Ogletree, D.C. (AL)
Jason Young, D.C. (OR)
Keita Vanterpool, D.C. (DC)

Policies & Procedures Committee

Lisa Kouzes, D.C. (OR) - Chair
Karen Campion, D.C. (TX)
Robert Daschner, D.C. (MN)
George Khoury, D.C. (PA)
Brian McIntyre, D.C. (MO)
Keita Vanterpool, D.C. (DC)

<u>M/S</u>	<u>Daschner / Kouzes</u>	<u>To accept the changes to the committees.</u> <i>All in favor. None opposed. Motion passed.</i>
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10. New Programs

10.1 None to Date

11. Annual Conference - 2023, 2024, & 2025

11.1 2023: Hilton West Palm Beach, FL
A. Tuesday, April 25, 2023- BOD Meeting begins at 1:30 p.m.
B. Wednesday, April 26, 2023 - BOD Meeting Continues (8:30 a.m. - 4:30 p.m.)
C. Thursday April 27, 2023 - Educational Program starts and ends on Saturday April 29, 2023.
The board had a discussion about raising the fees for annual conference.

<u>M/S</u>	<u>Winkler / Kidd</u>	<u>To increase the Annual Conference fees as follows: Early Bird registration \$500 , Honorary fellow registration \$300, Regular registration \$550, Late registration \$650.</u> <i>Dr. Winkler, Boghosian, Vanterpool, Daschner, McIntyre, Kouzes, Campion, Khoury, and Ehlich. Ms. Kidd in favor. None opposed. None abstain. Motion Passed.</i>
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- 11.2 2024 Annual Conference hotel selection
- 11.3 Staff is starting to research hotels for the 2025 Annual Conference

12. CIN-BAD

- 12.1 CIN-BAD Program Update

13. Accreditation

- 13.1 None to Date

14. Member Boards: Specific Issues

- 14.1 State Requested PowerPolls

15. Examinations

- 15.1 NBCE Exams (US)
Dr. Boghosian gave an update to the board.
- 15.2 IBCE (International)
Dr. Boghosian gave an update to the board.

16. Other Regulatory Bodies

- 16.1 None to Date

17. Requests from Other Organizations

- 17.1 None to Date.

18. Professional Associations

- 18.1 None to date

19. Recent Meetings

- 19.1 CLEAR 2022 Annual Conference
September 14-17, 2022
Omni Louisville, Kentucky
Dr. Schwartzbauer attended
- 19.2 WFC ACC Conference
November 2-5, 2022
Chesterfield, Missouri
Dr. Winkler attended.
Dr. Winkler gave an update to the board.

20. Upcoming Meetings

- 20.1 ACA Engage
January 25-28, 2022
Washington DC
Dr. Winkler to attend
- 20.2 FARB Forum
January 26-28, 2023
Nashville, TN
Dr. Schwartzbauer to attend
- 20.3 Districts III & V Meeting
Miami, FL
December 9-12, 2022
Dr. Schwartzbauer to attend.

21. Public Forum

- 21.1 None to Date

NEW BUSINESS

22. New Business

- 22.1 **Dr. Campion published paper**
Dr. Campion informed the board of a paper she is a co-author on that will soon be published.

Break at 12:58 p.m.

Reconvene at 1:13 p.m.

- 22.2 **COLA Considerations**

<u>M/S</u>	<u>Daschner / McIntyre</u>	<u>To go into Executive Session.</u> <i>All in favor. None opposed. None abstain.</i> <i>Motion passed.</i>
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Entered Executive session at 1:15 p.m.

Exit Executive session at 1:51 p.m.

<u>M/S</u>	<u>Winkler / Kouzes</u>	<u>To ratify what was decided in executive session.</u> <i>All in favor. None opposed. None abstain.</i> <i>Motion passed</i>
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22.3

Raising the Global Daily Reimbursement

Dr. Vanterpool put forward a inquiry to the board about raising the Global Daily Reimbursement rate \$100.

The board discussed increasing the Global Daily Reimbursement. It was decided that no increase would be happening at this time.

22.4

2023 Budget

Ms. Young went over the 2023 budget with the board.

M/S

Daschner / Winkler

To approve the 2023 budget as presented. *All in favor. None oppose. None abstain. Motion passed.*

Dr. Winkler announced the approval of one day Global Daily Reimbursement for today's meeting.

22.6

Legal Issues

M/S

McIntyre / Daschner

To go into executive session. *All in favor. None opposed. None abstain. Motion passed.*

The board entered into executive session at 2:04 p.m. MST

The board exited executive session at 3:17 p.m. MST

ADJOURN

The meeting was adjourned at 3:20 p.m. MST

M / S

McIntyre / Winkler

To adjourn the meeting. *All in favor. No opposition. Motion passed.*



Jon Schwartzbauer, DC

Executive Director

With appreciation to Janelle Grier for assistance in the Minutes