

Minutes:

Organizing Meeting to establish the Society for Pediatric Sedation

**March 23rd, 2007
1:00pm**

Call to Order: The meeting was called to order by Joe Cravero. He acknowledged and thanked Shani Freilich, the PEMA Group and Children's Healthcare of Atlanta for providing for space and hosting the meeting.

Roll Call/Those Present: Joe Cravero, George Blike, Jana Stockwell, Jeanna Havadich, Marc Leader, Patricia Scherrar, Amy Baxter, Ron Littman, Jeff Lindser, Mic Connors, Jim Hertzog, John Birkenbach, Nina Lubesh, Dave Fagen, Dave Werner, Shani Freilich, Greg Holdman, Phil Bernard, Lia Lowrie, Sue Kost, Mike Mallory, Lonnie King, Paul Johnson, Catherine Cox, Dan Cohen

Introductions: Each member described their area of pediatric sedation practice and shared goal to advance the safety and quality of pediatric procedural sedation care.

Agenda: Joe Cravero then reviewed the agenda for the day. He also briefly reviewed the results of a meeting that was held with an attorney from Atlanta who provided a consultation on the legal aspects of establishing a new society. Most importantly, the attorney verified that the material that was distributed by Mick Connors, Lia Lowrie and others on starting an association was very good and representative of the approach he would recommend.

Essentially we were informed that we could "incorporate" very quickly (one day and a few hundred dollars). The application for 501c3 status is much more prolonged and would take months - and cost much more money. There are options to apply for 501c3 status for the entire organization or to seek that status for a "foundation" that was part of the organization. It was generally agreed by everyone present that we would seek non-profit incorporation first and then seek 501c3 status at a later date - and perhaps - for only a part of the organization.

Agenda Item 1. Mission Statement

Mission and Vision-A lively discussion followed that critiqued the Mission Statement. This discussion included two major directions for the society being proposed: 1) a professional society and organization

that supports the establishment of a new specialty of practice; and 2) an organization that is dedicated to improving the "work" associated with eliminating pediatric procedural pain and anxiety. While subtle, the substantive points discussed do impact the membership that would be invited to participate, the scope of the organization. A consensus opinion emerged that recognized both components. The primary objective is sedation care improvement. We should invite broad participation of any and all individuals that share that mission, with an eye towards understanding the need to support professional development. The group also was unified in the need to maintain control of the vision and direction of the society at the level of the Board of Directors. There was an extended discussion around whether or not to admit non-medical care providers to the society. It was mentioned that many societies have gone to a model of admitting non-medical individuals to their boards and advisory committees while others allow full membership. A concern was expressed that non-medical members may essentially "hijack" the agenda of the society and pursue nebulous agendas. An informal vote regarding this view of open membership including parent/patient members had one or two dissensions depending on how the question was framed. Joe reiterated that control of mission statement and vision would serve to limit any risk compared to the benefits of broadly inviting participation toward our worthy goals. Essentially in order to join the organization individuals will need to "sign on" to promote the mission and vision of the organization. The board of directors then holds the power to dismiss members who are not acting accordingly.

Similarly, industry members were seen as having the ability to join as individual members, but would not have representation at the level of the Board of Directors. It was thought that at this time we would not seek significant funding from any corporation - rather we would seek funding for meetings etc in the future. This has historically been "cleaner" for non-profits and fills a vital role in supporting our educational objectives.

The final Mission Statement that was agreed upon:

"The Society for Pediatric Sedation (SPS) will strive to be the international multidisciplinary leader in the advancement of pediatric sedation by promoting safe, high quality care, innovative research and quality professional education."

Agenda Item 2: Bylaws

Item by item the bylaws were reviewed. Substantive discussions will be noted in these minutes, questions of language and legal semantics were made on a document that will be used with legal counsel to make a

subsequent draft for review of the entire organizing group. A recording of the meeting was also made and is available to all board of directors members on request.

Article III

Membership-Previous discussion regarding membership held.

Section 1: Revised The society is open to all healthcare providers who are actively involved in the delivery or support of pediatric sedation and all those who wish to advance the society's mission.

Admission-Change to align with Membership Statement. After significant discussion, agreement was made that membership will only be individual at this time. No institutional. No corporate or industrial.

The language in the "Bylaws" document relating to Liability, Termination, Dues-Support were accepted by the group essentially as is. Liability will be limited by the creation of the corporation and is needed to protect individuals who put content on our website. Termination will be "without cause" to avoid legal battles that could come up if "cause" were in the language.

Article IV

Fiscal Year-July to June agreed upon

Article V Board of Directors

There was an extensive discussion of the need to maintain control at the level of the board of directors, to have representation that maintains the diversity of the multidisciplinary strength of the planned society. While there was debate regarding how proscriptive to be, the general consensus findings were:

Number of Board of Directors-4 officers and not less than 11 and not more than 15 additional for a max total of 19. (the exact number and distribution will be determined by the board) Note: At the end of the meeting it was determined that the founding Board will consist of the 25 individuals present with a one year limited term so that all who participated would have a voice during the establishment of the society and so that we could maximize the distribution of work. We did not reach a final consensus, but agreed that " Not less than one and Not more than 5 of specialties of Anesthesiology, Emergency Medicine, Critical Care, Hospitalist Pediatrics, or Other" is close. Also one Lay member was agreed should be written in. There was some sentiment expressed toward

the establishment of "guest" or "non-voting" members of the Board.

Powers, Selection and Terms, Vacancies, Resignation and Removal, Annual and Regular Meetings, Special Meetings. Each of these issues was debated and then agreed upon as acceptable with minor modifications and clarifications with legal counsel when compared to our sample document. Specifically - term duration for officers was held at 1 year with a potential for re-election. Directors at 3 yrs with potential for re-election, and need to clarify mechanism for staggering as the society gets started were agreed upon. We will need to hold early elections in the first two years of existence to assure that subsequent elections will occur in a manner that will be staggered. It was also agreed that any meeting other than the annual meeting could be help electronically.

Voting-Some disagreement on voting to all members of BOD, or not giving lay member a vote. Consensus was that Lay person should be given a vote to value their commitment and participation. The risk of an individual having an agenda and undermining the society was discussed but not seen as significant enough to warrant exclusion.

Action without a meeting, Quorum-Accepted. Quorum will mean a majority of the members must be present.

Presiding Officer of the Board of Directors. Needs to be written to use the elected Officers as the chair of the meetings etc.

Non-profit Conflicts of Interest-Clarification needed that Board members will not pursue activity that benefits financially or otherwise an individual on the board personally. After some discussion we took this to be very specific when referring to an individual that would benefit from a given action of the board. It was not thought to mean an action that would benefit an individual as part of a larger group of individuals who benefit from such action.

Committees, Fees- Accepted without alteration.

Article VI-Officers

Officers, Nomination, Election, Term and Removal, Vacancies- Accepted with minor clarifications of legal language. The Board can elect an officer or member to serve if a vacancy suddenly becomes open - until the next general meeting of the membership.

President, Vice President, Secretary, Treasure-Accepted. Some discussion regarding the president sitting on all committees as being something to consider deleting. It was thought that the president

should not sit on the nominating committee for which he/she was running for office. A designee who is not up for election can hold this position - or a past president (when one exists) can hold the office.

Article VII Committees

Discussion of the critical standing committees that are needed. Some felt that the committees should represent and reflect the mission statement. The final consensus was to start with a smaller number of required committees in the Bylaws and then have additional committees that are sustained until a need to change them. This would allow a little more flexibility.

Final Committees (Agreed Upon)

1. Executive Committee: Officers +1 (+2 for the Founding Board of Directors)
2. Nominating Committee
3. Finance Committee
4. Quality and Safety Committee
5. Research Committee
6. Membership and Education/Outreach Committee

All committees to have a chair that is a member of the BOD. Committee membership otherwise to come from general membership or Board. Advisory reports given by standing committee chairs at annual BOD meeting. Did we decide that the Treasurer is the Chair of the Finance Committee?

Article VIII Indemnification, Article IX Authorities, Article X Amendments

Accepted with minor modifications and clarifications

There was a cheer and much jubilation on completing the review of the ByLaws

Agenda Item 3

Options for type of entity to become Not-for-profit corporation vs 501 C3

Joe briefed the group as to the practical issues of the two entities we are considering and the legal advice provided. In general, the Not-for-profit corporation is very easy and rapid to establish. The review and approval process is simple and can typically be done on line in many states with articles of incorporation, a small fee \$35.00 in Georgia,

and issuance of a Tax ID number within 2-3hrs. The tax benefits to those who donate financially are less. This can impact some forms of fundraising for a group such as ours. None the less, this is the most common entity for professional societies.

The 501 C3 application process is more rigorous and involved. It can take weeks to months and cost is closer to \$2-3k in legal support, although application fees are still not prohibitive. The cost is making the case that the group meets the definitions of a charitable organization. The tax status benefits must be contrasted with some limitations in the types of activity that the society could conduct. 501C3s have explicit limitations under the law. Some aspects of advocacy would not be allowed. While waiting, the entity does not exist and does not have a tax ID number and cannot conduct business.

Strategy often used- Establish a not for profit corporation, and initial BOD. During the initial months you are then able to exist, raise funds (founding membership) and actually create the organization. Now you are well positioned to use the data from your entity to demonstrate that you are indeed charitable or not and choose to pursue 501 C3 status. The decision as to migrating to a 501 C3 in whole or in-part depends on the organizations goals and planned activity.

Joe's presentation was followed by discussion as to the pros and cons of multiple approaches. The consensus view that emerged was to pursue a Not for Profit Corporation immediately. Establish the initial "founding BOD" with a one year term. Issue founding memberships to establish funds for legal and accounting support. Then a Foundation arm of the SPS would be sought as a 501 C3 vehicle for the charitable activities of the Society.

Agenda Item 4 Management Company Options

Joe again led a discussion of the major options for initial and later management. Our initial management to get through the first year will be legal (minor), accounting (minor), membership management (not so minor, could be 400-500 very quickly), Website (not so minor even early on, will be important tool even in the first year of the Society, for annual meeting, etc.) The consensus view was to follow the plan of establishing the Not for Profit and meeting the initial needs with individual consultants while rapidly developing a RFA for professional management. Ruggles and other professional management companies were seen as likely to be needed quickly, but that our establishing value and a rapidly growing membership allows us to "attract" a better firm with better terms (percentage of membership fees for example, rather than flat rates).

Agenda Item 5 *Setting Dues*

It was agreed upon that there will need to be a balance between providing value to membership that is reserved for members only as opposed to a more open approach. Dues, and value that members will get will relate to educational content, QA tools, and Newsletter. These items (some of which Dartmouth has shared and or hosted) would be enhanced by the support of the Society and probably constitute initial "products" that are aligned with our mission. It was felt that this decision-making is strategic and the work of the Executive Committee of the BOD, to then be acted upon by the BOD. Further discussion was tabled.

Agenda Item 6 Website and Plans for meetings

Phil demonstrated the Website www.pedsedation.org <<http://www.pedsedation.org/>> , He invited content. The group thanked him for his work. The next meeting, to be held in Savannah Georgia was discussed. It was agreed that the SPS should seek to be well established and prepared to make that meeting the first general membership meeting for the Society. The critical role of a well organized meeting (such as that hosted by Columbus) was emphasized.

Agenda Item 7 *Next Steps*

Decision to Establish the Society for Pediatric Sedation-All present agreed unanimously to form the society. It was agreed that the meeting would constitute the required "Organizational Meeting"

Formation of a Founding Board of Directors- All present were made Directors of the founding board of the organization.

Nominations from the floor for Officers were taken, seconded and confirmed by straw poll with a simple majority. President-Joe Cravero; Vice President-MicK Connors; Secretary-George Blike, Treasurer-Dave Werner.

The Founding Executive Committee appointed two additional members from the Directors, Marc Leader and Phil Bernard.

The meeting was adjourned with plans to be in contact electronically and incorporate the society within the next two weeks thereafter to begin collecting dues and move forward.

