

Minutes of the meeting of the Board of Directors of the Virginia Podiatric Medical Association, held Sunday, August 16, 2009 at the Richmond Marriott West, Glen Allen, Virginia.

Meeting was called to order at 10:00 am by Dr. Chuck Zelen, President, who presided. In attendance were doctors Arnold Beresh, Mark Pinsky, Simon Mest, Chuck Zelen, Randy Clements, Ken Wilhelm, Gary Effron, Scott Vantre and Pat Agnew.

Under a special order of business interviews were conducted for a new lobbying firm. R Scott Gregory, as well as Bea McDougale of Capital Partners were presented by Simon Mest. The interviewees presented to the board during this session.

Under special order of business, Dr. Zelen and the Board went into Executive Session and discussed a variety of issues with legal council in attendance by phone.

The board returned to regular session and under a special order of business, a series of motion were heard. **Motions**

Presented by Dr. Marc Pinsky

The VPMA board will have legal council prepare and present a draft to be approved by the VPMA board to secure repayment of the embezzled VPMA funds of \$104,251.00 by the Keeney Corporation over a period of 3 years that would include management services for the organization. The final agreement to be brought forth to the board for final approval.

Second: Dr. Arnold Beresh

Vote: Unanimous approval

Presented by Dr. Ken Wilhelm

Goodman and Company of Roanoke will be engaged to take over not only the books and records of the association but also the day to day and monthly financial transactions for VPMA until further notice by the VPMA board

Second: Dr Marc Pinsky

Vote: Unanimous approval

Presented by: Dr. Simon Mest

VPMA will engage Capital Partners and Bea McDougale to serve as the primary lobbyist for VPMA. VPMA will authorize legal council to prepare a contract to retain Capital Partners for one year, at a rate as approved by the Board. VPMA will continue to work with Keeney Corporation as a secondary lobbyist for VPMA, and will work in good faith with legal council to provide a new contract for lobbying services to Keeney Corporation upon expiration of their agreement

Second: Dr. Patrick Agnew

Vote: Unanimous approval

Presented by: Dr. Ken Wilhelm

VPMA is not renew Monarch Meetings for future conference management

Second: Dr. Marc Pinsky

Vote: Unanimous

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Presented by: Dr. Arnold Beresh

The Vice President of VPMA will revise the executive director duties and provide legal council this revised list of duties for the executive directors agreement. Financial service will not be part of the agreement, but meeting management services should be part of the agreement. The revised duties are to be reviewed with the president and submitted to legal council to assist in preparation of the a contract for executive director services

Second: Dr. Randy Clements

Vote: Unanimous

It was noted that a quorum of voting members of the Board were not in attendance. However, it was agreed by consensus that motions considered by the Board would be presented to at least two voting members of the Board immediately following the meeting and with their votes to be recorded as agreeing with the consensus unless otherwise stipulated.

At 12:30 pm, Bruce Keeney, Executive Director and Legislative Counsel, joined the meeting.

Mr. Keeney was advised by the President, with the concurrence of the Board of the following:

VPMA will retain a separate lobbying firm for the responsibility of 2010 legislation to update the definition of the practice of podiatry and that VPMA will offer a new contract to The Keeney Corporation to assist that lobbying firm in those endeavors once their current term expires.

The VPMA Board had, at this meeting under special order of business, discussed and agreed to have legal council prepare a three year agreement for the Keeney Corporation to provide VPMA with association management services that would include specific re-payment of all embezzled funds. The Keeney Corporation was not advised of the specifics of such, an agreement would be prepared by legal council in coordination with the Keeney corporation and be approved by the Board. Outlined desired changes in services to be rendered including no financial services providing certain delineated and mutually agreed upon administrative support services related to convention management including on site services, He also indicated that special legal counsel was to provide The Keeney Corporation a copy of that agreement so that attorneys from both parties could proceed with any fine tuning of specific language. Additionally, Dr. Adamson was to promptly prepare a delineated list of association management services and with the assistance of Dr. Efron to prepare a delineated list of convention related services to be provided for his review and consideration, with such to be incorporated into the agreement for association management services.

Mr. Keeney expressed concern to the Board that he had been willing to continue providing both association management and lobbying services on a month to month basis, with fees stipulated by email between the President and Mr. Keeney with the understanding that VPMA's special legal counsel would be expediting drafting of the three year association management agreement for his firm's consideration.

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Both the Board and Mr. Keeney confirmed a desire to move forward with final acceptance of a mutually agreeable agreement for the continued association management services to VPMA.

In the absence of the Secretary, Mr. Keeney presented the **Secretary's Report**.

Motion Pinsky/Beresh to accept the minutes of the June 25, 2009 meeting of the VPMA Board of Directors as previously distributed. Passed unanimously.

Motion Pinsky/Mest to accept, subject to final acceptance by the membership at its 2010 Annual Meeting, the minutes of the June 27, 2009 VPMA Annual Membership Meeting as previously distributed. Passed unanimously.

Motion Pinsky/Beresh for the minutes to reflect that since the last meeting of the Board of Directors, the following have been accepted for membership as active members: Dr. Ryan H. Fitzgerald of Harrisonburg, VA (resides in Bethesda, MD), Dr. Claudio Gomez of Portsmouth, VA and Dr. Shane Hafner of Ashburn, VA. Passed unanimously.

The **Treasurer's Report** was presented by Dr. Clements.

The Treasurer indicated that accounts now held by First Market Bank were in the process of being transferred to a bank in Roanoke.

Motion Clements/Wilhelm to accept the Treasurer's Report as presented, including a report of the cash on hand with an approximate total of \$799,000. Passed unanimously.

Following presentation of information by Dr. Effron, motion Clements/Mest to accept the Financial Summary of the 2009 Convention as presented. Passed unanimously.

Under **Old Business**, with the concurrence of the Board, the President announced the appointment of himself as the association's APMA Alternate Delegate.

Noting Dr. Art Wolfson has made known his desire to no longer serve as Chair of the Ethics and Grievance Committee, the President indicated he would appoint a new Committee Chair prior to the next Board meeting.

Noting the resignation of Dr. Charles Hastings as Membership Chair, the President announced the appointment of Dr. Pat Agnew as Membership Chair.

Division Reports were presented. Dr. Wilhelm on behalf of the Northern Virginia Division, Dr. Pinsky on behalf of the Richmond Division and Dr. Agnew on behalf of the Hampton Roads Division all reported their respective Divisions remained active. No report was presented for the Southwest Division due to Dr. David Cox's absence.

Committee Reports were presented.

Noted was that the Mid Atlantic Region 8 Conference would be held in October in Northern Virginia.

Mr. Keeney presented an overview of his research related to medical devices and related statutes applicable to the sale of such devices.

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Dr. Effron, **Continuing Medical Education Chair** reviewed the accreditation process. Dr. Effron noted the organizational chart of VPMA Committees should reflect his chairing the Continuing Medical Education Committee with Dr. Larry Rubin as Scientific Chair.

Dr. Wilhelm, **Bylaws Chair**, indicated he would work with the Executive Director to prepare proposed by-law amendments to clarify the process by which the VPMA may recommend members to the Governor for appointment to the Board of Medicine.

Dr. Mest, **PodPac Chair**, indicated he would work with Mr. Keeney, upon Dr. Mest's return from vacation, to develop an appropriate list for contributions for the November 2009 elections to the Virginia General Assembly.

Dr. Mest, **Legislative Committee Chair**, reviewed plans to proceed with the initiation of legislation in the 2010 session of the General Assembly to update the definition of the practice of podiatry.

Dr. Mest, **Chair of the Orthotics Ad Hoc Committee**, indicated his Committee would proceed with discussions to address potential regulation of orthotic devices so that such are dispensed by appropriately qualified persons.

Motion Wilhelm/Beresh that the **2009 Awards Committee Chair** be appointed to serve in that capacity to solicit and make recommendations to the Board for the 2010 Awards. Passed unanimously. As in the past, to ensure the integrity of the nomination selection process, the name of the Chair is to remain confidential with Committee members to be selected by the Chair. The President indicated he would contact the 2009 Chair to request he continue in that capacity for 2010.

Motion Mest/Pinsky to transfer \$20,000 from the 2009 General Fund to VPMA's PodPac, noting the 2009 approved budget had allocated up to \$25,000. Passed unanimously.

The Board solicited input from Mr. Keeney regarding strategies for legislation to update the definition of the practice of podiatry.

The President then indicated a desire to return to special order of business at which time Mr. Keeney departed the meeting. The Board then went back into executive session. Once Executive Session concluded, the board returned to regular session.

Presented by: Dr. Patrick Agnew

The VPMA board has authorized the purchase of insurance to include a fidelity bond as well as board of directors insurance for a some of no more then \$1,000,000.00. In addition, the purchase of a general liability policy is also authorized.

Second: Dr. Ken Wilhelm

Vote: Unanimous

Presented by: Dr. Scott Vantre

Motion for the 2011 VPMA annual meeting to be at the Cavalier Hotel

Second: Dr. Arnold Beresh

Vote: Unanimous

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There being no further business, Dr. Zelen adjourned the meeting at 2:25 pm.

Upon Conclusion of the meeting

Dr. David Cox – SWVPMA president was contacted and concurred with each motion brought forth before the board

Dr. Annik Adamson – Vice President was contacted and concurred with each motion brought forth before the board

With a majority vote all motions were then passed as noted above

Respectfully Submitted,

Charles Zelen,
President VPMA
on behalf of
Robert Hallivis, DPM, Secretary