



Oregon Chiropractic Association:

**Board of Directors Meeting MINUTES – taken by Jan Ferrante, ED
Tuesday Feb 17, 2022, 7:00pm**

VIA ZOOM!!

Board Meeting – AGENDA

<p><u>Present:</u> Dennis Cozzocrea Judith Allan Dan Beebe Bob Richards Todd Turnbull Les Feinberg Jan F</p> <p><u>Guests:</u> Vern Saboe Amanda Tipton</p>
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- 1) **Called to Order via Zoom** by Dr. Dennis Cozzocrea at 7:07 pm.
- 2) **Approve agenda – Motion to approve the agenda by Dr. Judith Allan. 2nd by Dr. Dan Beebe. Approved**
- 3) **Seating of new members** – Dr. Cozzocrea asked each person to state their name and give some introduction to themselves so that everyone present could meet each person on the current board consisting of 6 persons.
New members that were elected in the December 2021 ballot were:
Dr. Dan Beebe, Dr. Les Feinberg, Dr. Bob Richards and Dr. Todd, Turnbull
- 4) **Election of officers 2022 –**
Nominations were opened for President. Dr. Judith Allan nominated Dr. Dennis Cozzocrea. Dr. Dan Beebe nominated Dr. Todd Turnbull.
Members of the Board asked each candidate to speak to their ideas and agenda items that they would set if they were elected president.

Dr. Dennis Cozzocrea spoke first and stated that his top 4 priorities would be:

- 1) Educational – quality educational program offerings
- 2) Membership – increase membership numbers by monthly district meetings via zoom and phone calls to non-members inviting them to join the association.
- 3) Political Action – outlined priorities to accomplish the legislative goals put forward
- 4) Board mechanics that would improve the succession within the leadership of the OCA Board. This was mainly regarding the office of President. He stated he would like to see the following:
President: Work on membership building
VP – be renamed / President Elect: Work together with the educational committee
Past President: Work with the Legislative Committee for oversight on Political Action.

Dr. Todd Turnbull spoke next and stated his agenda as:

- 1) Unity / Team – coming back to ONE VOICE.
- 2) Working to improve the OCA’s message and influence with the OBCE, UWS and in the Legislature.
- 3) Working on Diversity issues within our profession and then coming together as a unit to those outside of our profession.
- 4) Look to re-visit our Mission, Purpose, Philosophy and how those can guide our goals and what we seek to accomplish as the OCA Board.

Building membership is vital to all of the above. Phone tree to non-members by the Board members calling doctors around the state and encouraging them to join the OCA. Explaining the importance of numbers and how that relates to the OCA strategies and goals we want to achieve.

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There being no further nominations – the votes were cast through private zoom chat to Jan. 2 ties required a 3rd vote of the board members that broke the tie and Dr. Todd Turnbull was elected President.

Nominations were opened for Vice President (VP). Dr. Dan Beebe nominated Dr. Dennis Cozzocrea. There were no other nominations for VP. Dr. Dennis Cozzocrea was unopposed and elected to serve as Vice President (VP).

Nominations were opened for Secretary. Dr. Dan Beebe nominated Dr. Bob Richards. There were no other nominations for Secretary. Dr. Bob Richards was unopposed and elected Secretary.

5) Approve minutes – Motion to approve the minutes from the January 11, 2022 meeting by Dr. Dan Beebe. 2nd by Dr. Dennis Cozzocrea. Approved.

6) Executive Director Report

A) 2021 Financial recap and review – Jan had provided the year-end reports that had been emailed out prior to the meeting. Dr. Judith Allan had some questions about some line items on the information provided. Jan stated that when Board members have questions about financials that are sent out in advance of the meeting that it is preferred that they pose those questions prior to the meeting so that the additional information can be provided ahead of the meeting. Jan can create reports from the QuickBooks reports that will provide itemizations of line items in question. Judith’s questions at this meeting were regarding the following line items: 6007: Merchant Fees, 6151: Computer Expense, 6152: General Office Expenses and 6156: Small Office Equipment.

Jan stated that she would pull those reports and forward them out to the board members for review.

B) 2022 Budget – In light of the many things needing to be reviewed at this meeting the Budget approval was moved to the March meeting for review. BOD members were to review and forward any questions to Jan prior to next months regular board meeting.

7) Legislative report

A) Dr. Saboe’s report – Vern gave his Legislative review/report

B) Discussion on ChiroPAC – Balance in the PAC was currently \$12,017.19.

Jan asked to have the further discussion about PAC policies and procedures at the next meeting because she was not feeling well but Dr. Saboe pushed to continue with this item at this meeting.

Jan stated that it had been brought to her attention from a prior board member she is the registered agent of the PAC – per the State of Oregon Filing. Jan stated that she was shocked by postings on the member forums by Dr. Saboe and very upset by several things that had come to light over the past months from those posts. These included:

- 1) Statements by Dr. Saboe that his work on the PAC was volunteer. Jan reported that ChiroPAC was a line item in Dr. Saboes contract.

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- 2) Dr. Saboe had posted a scenario where by the hours that he had been spending to produce invoices and collect PAC donations equated to thousands of dollars that he had NOT been paid for. Jan stated that was very alarming to her since her name as the ED was that of the registered agent and hence legally she was the one bound to the PAC. Dr. Saboes alleging that he had been performing duties for the PAC and had not been paid was not accurate in her opinion. She cited the line item in his contract that named ChiroPAC under his contracted duties. It was not clear to Jan how these statements were going to develop from Dr. Saboe and if he was trying to put forward a monetary claim against the ChiroPAC.
- 3) Jan reported that policies and procedures that had been put in place back in 2016 by the BOD had not been followed by Dr. Saboe.
- 4) Jan reported that the PAC Newsletters that Dr. Saboe had written and been sending out had never been reviewed by her or the OCA Board of Directors prior to being sent out. This was another point of procedures that were in place but not being followed. PAC newsletters had come to Jan on occasion by disgruntled members that felt content in them was inappropriate and controversial at times.
- 5) Jan reported that expenditures and reimbursements being submitted to C&E Systems were not being reviewed by anyone.
- 6) Jan reported that Dr. Saboe had changed the mailing address for the ChiroPAC to his office in Albany and was collecting checks made out to ChiroPAC and then forwarding them on to C&E Systems without that procedure being approved by the OCA Board.
- 7) Jan asked that her name be removed from the PAC as the registered agent because she felt that she had not been effective in the ability to provide the needed over-sight on the PAC. Dr. Judith Allan asked that Jan reconsider that request if the policies and procedures could be re-established and followed going forward.

In light of the discussion, Dr. Bob Richards asked Vern if there was any urgent need for PAC funds that he needed to make the OCA Board aware of. Vern replied that he did not have any immediate requests. Jan added that donations to candidates was not allowed during a legislative session and currently a short session was happening until mid-March so there should be time to review the PAC policies and procedures.

- 8) **OCA strategic plan moving forward** -- The following list was put forward by Dr. Cozzocrea as a preface the upcoming BOD workshop/retreat was scheduled for Saturday Feb. 26 from 9am-4pm at the Sheraton Portland Airport. Dr. Cozzocrea would reach out to Carolyn Waterfall, a facilitator that had led the workshop in July of 2021 and see if she would be available to lead this years workshop. ***Motion by Dr. Cozzocrea to table this discussion until Saturday at that meeting. 2nd by Dr. Judith Allan. Approved***

Items to be discussed at the Feb. 26th workshop/retreat:

- A) **Membership drive**
- B) **Political stance and position of the OCA**
- C) **Board policies and procedures review**
- D) **Bylaws review**
- E) **Membership activities plan and goals**

Dr. Bob Richards stated he would plan to attend the workshop in person but would need a hotel room. Jan stated she would take care of that and confirm the reservation with him. Dr. Feinberg stated he would prefer to zoom for the workshop on Feb. 26th and Dr. Lell had to work but would attempt to access the workshop via zoom.

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- 9) **New business – Motion by Dr. Dennis Cozzocrea to hold a special board meeting prior to Saturday Feb. 26th workshop to prepare and also to include the seating of the newly appointed board members prior to that Saturday event. 2nd by Dr. Dan Beebe. Approved.**

- 10) **Board Member Announcement/questions/comments/concerns:** Discussion of the issue regarding resignations to the Board of Directors that had occurred earlier this week. Dr. Daniel Cote', Dr. Todd Hartwig, and Dr. John Collins had all submitted letters of resignations from the OCA Board. Dr. Dennis Cozzocrea noted that he had had a discussion with Jan leading up to this meeting regarding those resignations and the procedure to fill those positions. He reported that the idea of appointing from the list of other board members that had been on the December 2021 ballot and had already been vetted by the nominating committee would be a viable option to move forward.

Jan was asked for information regarding the results of the election regarding the other 4 candidates that had been on the December ballot. Jan reported that the top three vote getters from the candidates that were remaining were: Dr. Arah McLaughlin, Dr. Michael Lell and Dr. Amanda Tipton, in that order.

Motion by Dr. Dan Beebe to appoint those three candidates to the Board of Directors to serve out the terms of the resigning board members. 2nd by Dr. Dennis Cozzocrea.

Discussion – then another motion for the revision of that above motion was made by Dr. Dennis Cozzocrea. 2nd by Dr. Dan Beebe to have an alternate added to the above motion as follows:

Dr. Arah McLaughlin, Dr. Michael Lell and Dr. Amanda Tipton were being appointed to serve on the OCA Board of Directors and Dr. Chris Hugon would be an alternate in case any of those three chose not to accept the appointment. **This addition to the motion was Approved.**

The initial motion with the addition of the alternate position was then voted on and APPROVED.

Hence, Dr. Arah McLaughlin, Dr. Michael Lell and Dr. Amanda Tipton we appointed to serve on the OCA Board of Directors.

- 11) **Next Regular Board Meeting was tentatively scheduled for: Thursday March 17, 2022, at 7:15pm via Zoom (3rd Thursday of the Month).**

Meeting was adjourned at 9:20 pm.

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