

**MEETING MINUTES**  
**Board of Directors Committee Meeting**  
**The American Society for Nondestructive Testing**  
**Telecom Meeting**  
**Friday, January 31, 2014 1:00 PM – 3:30 PM**

**1. CALL TO ORDER** **Morasse**

Morasse called meeting to order at 1:10 p.m.

**2. ATTENDANCE** **Morasse**

**2.1. Quorum**

A quorum was established by roll call. Members present:

Raymond Morasse, Chairperson of the Board	Doron Kishoni
Roger Engelbart, President	Philip Chu
L. Terry Clausing, Vice President	N. David Campbell
Kevin Smith, Secretary/Treasurer	Scott Cargill
Betsy Blazar, Interim Executive Director-Ex-Officio	Cindy Finley
David Hall	Marwan Basrawi
Dave Savoy	Dave Mandina
Brenda Collins	Jerry Fulin

Staff: Jim Houf, Tim Jones, Michael O’Toole, Mary Potter, Mike Boggs, Michelle Thomas

Absent: John Iman, Bill Plumstead, Jr.

**2.2. Conflict of Interest**

The directors present were asked individually to declare any conflicts of interest with regard to the items on the agenda by taking a roll call.

Raymond G. Morasse, Chairman of the Board	No Conflict of Interest
Roger W. Engelbart, President	No Conflict of Interest
L. Terry Clausing, Vice President	No Conflict of Interest
Kevin Smith, Secretary/Treasurer	No Conflict of Interest
Betsy Blazar, Interim Executive Director	No Conflict of Interest
David Hall	No Conflict of Interest
David Savoy	No Conflict of Interest
Brenda Collins	No Conflict of Interest
Doron Kishoni	No Conflict of Interest
Philip Chu	No Conflict of Interest
N. David Campbell	No Conflict of Interest
Scott Cargill	No Conflict of Interest
Cindy Finley	No Conflict of Interest

Marwan Basrawi  
David Mandina  
Jerry Fulin

No Conflict of Interest  
No Conflict of Interest  
No Conflict of Interest

### 3. ANNOUNCEMENTS

**Morasse**

While connecting a member into the meeting, BOD members looked at Item 4.1.1 Approval of Annual Business Meeting Minutes and review the minutes for approval.

In the 2013 Annual Business Meeting Minutes no one made a motion to adjourn. It is decided that any member could adjourn the meeting and since no one had been named, the minutes would note that the motion was made without the name of the person who made the motion. The motion to adjourn had been seconded by Danny Keck.

#### 3. 1. Agenda Approval

#### 3.2. Amendments to agenda

**Motion:** Kishoni moved to approve the agenda.

Fulin seconded the motion.

Morasse asked if there were objections. Hearing none the agenda is set as written.

**MOTION PASSED**

### 4. CONSENT AGENDA

**Morasse**

#### 4.1. Approval of Minutes

##### 4.1.1. Monday, November 4, 2013 Annual Business Meeting Draft Minutes (*Attachment 3*)

**Motion:** Campbell moved to accept the minutes.

Savoy seconded the motion.

Morasse explained that since this was a Telecom Meeting he would ask if anyone objected.

Hearing none the motion passed.

**MOTION PASSED**

### 5. STATUS OF INTERNATIONAL AD HOC COMMITTEE CHARGE 11-165 (*Attachment 1*)**Morasse**

There are 3 issues that have to be dealt with: (1) The creation of International Committee from an Ad Hoc to International Committee that would be a Standing BOD Committee, (2) the draft policy, and (3) the policy and Rules of Conduct which have not been seen yet. All issues need to be reviewed independently. When reviewing these issues, the BOD needs to decide if what was presented from the committee is specifically what the BOD had intended for the responsibility of

the committee when the committee was established as an Ad Hoc Committee. At this point in time there are no Rules of Conduct for this committee; but there has been an approval for the International Ad Hoc Committee to be a Standing BOD Committee. The International Ad Hoc Committee still needs to work with the issues of getting their policies and their Rules of Conduct in line. This will be revisited at the Research Symposium.

The original motion was made on November 3, 2013 by Kenderian and read “I move that the BOD convert the International Ad Hoc Committee into a Standing Committee operating under the BOD in accordance with the Draft Policy it was submitted to the BOD” and the vote was this motion was approved. (*Attachment 4—Motions pg. 1-- First Motion*)

(Information from the November 3, 2013 Meeting) The motion that refers to tabling the motion to convert the International Ad Hoc Committee to a Standing Committee was also approved. (*Attachment 4-Motions pg. 1 Second Motion*) Then another motion to convert the International Ad Hoc Committee to a Standing BOD Committee was presented and voted upon and approved. (*Attachment 4-Motions pg. 3 -- First Motion*)

(Information from the November 3, 2013 Meeting) There was discussion on the confusion as to whether which motion was actually voted on and approved. Some members felt that the tabling of the motion to convert the ad hoc committee to a standing committee was the last motion that was voted on and approved in regard to the International Ad Hoc Committee converting to a Standing BOD Committee. Engelbart had made the motion to table because the International Certification Representative discussion was going on and at that time with the documentation that the BOD was looking to see if there was a link between the two and thus the BOD tabled the motion to convert so that the BOD could understand both the link and the separation.

(Information from the November 3, 2013 Meeting) The primary purpose of today’s meeting is to get these motions clarified in terms so that all BOD members are on the same page with each of these issues. The BOD needs to decide how each of the issues is to reflect what the BOD’s position is on them. That may mean that a motion that was made previously, may need to be amended, rescinded or a new motion created. Then once that decision is made to amend the motion, rescind the motion, or create a new motion, the BOD according to Robert’s Rules on how to amend a motion, rescind a motion or create a new motion; needs to take the proper action to make the previous November’s Meeting motions that address the International Committee, the International Representative, and the International Certification Representative; reflect their position on these issues.

Until the BOD has the purpose and scope written up for the International Committee it would be wise to just leave it as an Ad Hoc Committee. Once the International Ad Hoc Committee provides the BOD with the purpose and scope and the BOD has a chance to review it, then the BOD could vote on whether to convert the International Ad Hoc Committee to a Standing BOD Committee.

The draft for the International Ad Hoc Committee to be converted to a Standing BOD Committee was already drafted by Kenderian (*Attachment 5*). It was approved but Morasse felt that it was a tabled item, because of some of the language in the draft.

The original Charge 11-165 specifically states that the charge will remain open to further define in the details of purpose, scope, goals, and Rules of Conduct.

Savoy clarified that at the previous November BOD Meeting that the BOD did vote to convert the International Ad Hoc Committee to a Standing BOD Committee and later when all the rules and things came up that the committee got tabled so the motion to make the Ad Hoc Committee a Standing needs to be rescinded back so that the International Standing BOD Committee is converted back to an Ad Hoc Committee.

**Motion:** Savoy made a motion to rescind the motion that was made at the last BOD Meeting to make the International Ad Hoc Committee a Standing BOD Committee to change the International Standing BOD Committee back to an Ad Hoc until the documentation regarding that committee is complete.

**Rationale:** The International Ad Hoc Committee needs to finish the documentation in Charge 11-165 in order for the committee to become a standing committee.

Basrawi seconded the motion.

Still some confusion about motion to convert and motion to table the converting and Morasse directed everyone to the motion that Savoy just made to rescind the motion to convert the International Ad Hoc Committee to Standing BOD Committee.

Charge 11-165 remains open.

Cargill wanted motion reread and Thomas reread the motion:

Savoy moved to rescind the motion that was made at the last BOD Meeting to make the International Ad Hoc Committee a Standing BOD Committee changing the International Standing BOD Committee back to an Ad Hoc until the documentation regarding that committee is complete.

Cargill wanted to amend the motion to specify that the BOD is rescinding it back to Ad Hoc until such a time as the rules of conduct and all the rest of documents they need to have in place are ready.

Reminder that the vote has to be a recorded vote because the BOD has to know the number for the count.

Roll call was taken for vote.

13 In Favor, 1 Opposed, 0 Abstention. Motion carries meeting the 2/3 majority requirement.

**MOTION PASSED**

**Status of Charge 11-165:** The status of International Ad Hoc Committee Charge is still open and they are working on creation of committee, working on their draft policies and rules of conduct.

## 6. STATUS OF INTERNATIONAL AD HOC COMMITTEE POLICY DRAFT & RULES OF CONDUCT Morasse

International Ad Hoc Committee draft policy and rules of conduct, in dealing with the charge the BOD discussed the status. At this time these documents are not complete and they are in work. No action on this item at this time.

- Draft expected for Minneapolis Meeting.

## 7. QUESTION OF INCLUSION IN THE INTERNATIONAL AD HOC COMMITTEE REQUIRING A REPRESENTATIVE AT INTERNATIONAL EVENTS Morasse

There will be no action take at this time because this item would be in the International Ad Hoc Committee's Rules of Conduct once they are written. However, the committee needs some direction as to what this position is to entail. Currently, the policy states that this representative will travel to international conferences.

Morasse volunteered the Ex-Com to provide guidance to the International Ad Hoc Committee regarding Charge 11-165 and it impact when the committee brings their policies forward to the BOD.

## 8. STATUS OF CREATING INTERNATIONAL CERTIFICATION REPRESENTATIVE POSITION Morasse

### 8.1. Ad Hoc Committee, chaired by Mandina,-status of considering such a position and job criteria.

The committee would like the BOD to be aware of these observations made to date:

- Committee has looked over documents provided by Robert Potter.
- The job description needs to be better designed; it is currently too vague.
- The committee should be in charge of monitoring any changes in ISO 9712 or any other international certification program.
- This representative should not act in behalf of the BOD without specific written instructions from the Executive Director and the Chairman of the BOD.
- The committee requests information on the status of insurance covering the representative who would be sent to countries considered to be in an unsafe environment.
- Which conferences would the representative go to?
- How would funding be done to support travel expenses?
- The committee has a memo from Mr. Potter with his recommendations.
- The committee does not know where to file all the information being gathered.
- The committee needs to discuss and define the scope of the position.
- Not everyone on the committee in agreement that the position is even needed. Duties overlap with the President and the Chairman of the BOD with this individual representative.
- Budget considerations need to be discussed.

- CP106 Committee Chair is very up on what is going on and Staff is on top of these issues.

The International Representative for Certification position was approved and problem with that is the job description. The BOD approved this position but did not approve what the representative was supposed to do, or what the policy was going to be for the position. Now there is position that has been approved but the BOD is not clear on what the function of the position is.

The confusion with this position has occurred because there was an International Certification Representative being discussed and at the same time discussion was taking place about an International Representative from the International Ad Hoc Committee.

Morasse asked to entertain a motion to rescind the position that was voted on at the last meeting.

Point of Clarification on International Certification Representative as to which committee the position would be under.

Clarification: the position would be reporting directly to the BOD.

The Ad Hoc committee headed by Mandina has recommended that the BOD not move ahead with this position until a lot of things are clarified.

Morasse confirmed he would have someone from the Standards and Development Committee provide a report to the BOD as to their responsibilities and duties at Spring Conference.

**Motion:** Hall moved to rescind the International Certification Representative Position.

Basrawi seconded the motion.

**Rationale:** It should have been refined from the Ad Hoc Committee and whether it should proceed forward or not in its recommendations to the BOD before the position was ever approved.

Any discussion—hearing none Morasse took a roll count vote.

9 in Favor, 3 Opposed, 1 Abstention, 1 Not Voting

**MOTION PASSED**

**Charge 14-001:** Morasse to go to the Standards and Development Committee and have the chair give a report to the BOD about what the committee does.

Mandina will send out comments to everyone about what the committee found out by e-mail. Need to spend more time determining what the original intent of the BOD was for this position.

**9. STATUS OF QUESTION FROM SOC REGARDING CO-HOSTING THE INTERNATIONAL RECEPTION.** **Morasse**

International Reception is responsibility of Headquarters. It evolved from the previous International Committee which was a part of SOC. Since then the International Reception has been the responsibility of Headquarters. There was a lot of discussion that SOC Co-Host that event, but there was no action that taken at the last BOD Meeting in November. It was felt that the International Reception to remain with Headquarters and may be changed later due to what goes on with the International Committee.

**10. MOTION TO APPROVE THE REVISED CMC'S RULES OF CONDUCT AS RECOMMENDED BY THE GOVERNANCE COMMITTEE (Attachment 6)** **Morasse**

**Motion:** Clausing moved to approve the revised CMC Rules of Conduct.

Savoy seconded the motion.

**Rationale:** This was an item that was held over from the last BOD Meeting. It is recommended by the Governance Committee to approve the CMC's Revised Rules of Conduct.

Morasse asked for any discussion.

There was some question on the dates of revision and Finley asked for clarification and Houf said that he would send her a copy of the changes with all the markings.

Morasse took a roll call vote count for the motion.

Motion carried unanimously. Let CMC know that they have approved Rules of Conduct.

**MOTION PASSED**

**11. MOTION TO RESCIND THE APPROVED MOTION REQUESTING \$100,000 FOR SELECTED CMC MEMBERS TO TRAVEL TO TESTING LOCATIONS TO ASSESS THE CONDITION OF THE PARTS FOR THE ACCP EXAMINATIONS.** **Morasse**

Funding of \$115,000 has been included in the 2015 Fiscal Year Budget for Purchase and designing of parts.

**Motion:** Cargill does so move to rescind the approved motion of the \$100,000 for CMC Members to travel to testing locations to assess the condition of the parts for the ACCP Examinations.

**Rationale:** Funding of \$115,000 has been included in the 2015 Fiscal Year Budget for purchase and designing of parts.

Savoy seconded the motion.

Cargill reported it will take some new parts; the heavy end of that being the UT parts as the committee cannot eliminate the hands on portion of the UT Exam so they are going to need parts for that. The committee is going to use limited number of new parts for MT and PT Examinations that they will process themselves and then take photographs of. Their goal is that they can take the photographs and edit them; such that they can take 3 samples of 6 indications and cut and paste them as they like and in essence have unlimited samples for them to do their evaluations on.

Morasse asked for any comments.

There was a concern if this would be fast enough and it would be because the 2015 Fiscal Year would start July 1, 2014. Cargill pointed out that there is a timeline roughly in place and the purchase request will be issued as soon as the 2015 Budget opens and the committee will spend the summer in Florida testing the parts as soon as they come in. Goal is to come back to BOD as soon as the committee is done.

Morasse calls the question and roll count vote is taken on the motion.

Motion passes unanimously.

**MOTION PASSED**

**12. REVIEW OF OPEN CHARGES** *(Attachment 2)*

**Smith**

<b>Charge Number</b>	<b>Charge</b>	<b>RESP</b>	<b>Status</b>
05-108	SDC to prepare a draft document for a Performance Based Testing Standard for submittal to ANSI	SDC	Charge was issued when ISO was in process of developing their performance based standards; ISO11774. ISO never passed it as a Standard. We have CP106 which is a performance based standard that has practical and written exam components. ACCP is performance based with practical component. Houf said charge should be closed. Morasse wants to check with Vukelich the Committee Chair of the CP-107 Committee and McDaniel before officially closing the charge. <b>Charge to remain open.</b>
08-149	Operations Committee to review existing policies and rules of conduct for Robert B. Oliver award	T&E	Governance is drafting policy. <b>Charge to remain open.</b>



and determine if they are satisfactory.

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| 11-165 | Format and define the purpose and goals of the committee. Develop policies and rules of conduct. Ad Hoc Committee: Bob Feole, Morteza Jafari, and Shant Kenderian. | Ad Hoc Comte | Committee needs to further define in the details of the purpose, scope, goals, and rules of conduct.<br><b>Charge to remain open.</b>   |
| 11-166 | Operations Committee to charge the Research Council to revise its “Rules of Conduct” to define the membership for the University Programs Committee.               | OPS Comte    | The Operations Committee received a draft recommendation from the University Programs Committee in Orlando, FL to define UPC membership. This will be reviewed by the OPS Comte for later approval. The Research Council will restructure their officer positions to only include the Chair and Secretary roles. The Research Council’s ROC will be modified to include this change. No action taken on this charge.<br><b>Charge to remain open.</b> |
| 11-168 | Governance Committee to consider renaming or developing a new award in recognition of George C. Wheeler.   | Gov. Comte   | An Ad-hoc Committee has been created to work on this charge. The Committee members consist of two Past Presidents and one former Certification Council member. They will report back in the coming months and the Governance Committee will finalize in the fall. No action taken on this charge.<br><b>Charge to remain open.</b>  |

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| 12-170 | SDC to revise its procedures to not require a Board charge to work on document revisions  | SDC          | <p>The SDC has approved changes to POL-1 (Rev 5) to allow submittal of the PINS form for a revision of an existing standard without Board approval; Board approval is still required for new standards. Balloting was clarified for non-consensus items; the vote can be passed with a quorum of the majority of those present at a meeting rather than the majority of the SDC. No action taken on this charge.</p> <p><b>Charge to remain open.</b></p> |
| 12-171 | SDC to reapprove or revise CP-106-2013.   | SDC          | <p>Revisions in progress. No action taken on this charge.</p> <p><b>Charge to remain open.</b></p>  |
| 12-172 | Research Council to revise the Student Travel Grant Program Policy to allow for the selection of alternates. The revised Policy should be sent to the Governance Committee for approval.  | RC           | <p>Governance recommended additional changes and sent back to Research Council.</p> <p><b>Charge to remain open.</b></p>  |
| 12-173 | Governance Committee to review the draft Joint Council Committee Rules of Conduct.  | Gov<br>Comte | <p>No Governance report at last BOD Meeting so charge is still with Governance.</p> <p><b>Charge to remain open.</b></p>  |
| 12-174 | Executive Director to consult with legal counsel to determine ramifications and risks involved with each item, identify which Sections do not meet the requirements and to provide a plan for the best approach to bring our sections in-line with the policy and report back to the Board. | ED           | <p>The ED provided a report from legal counsel during the Sunday, March 17, 2013 Board Meeting. R. Potter formed an Ad-hoc Committee to develop a plan of action (see Charge 13-175). No action taken on this charge.</p> <p><b>Charge to remain open.</b></p>  |

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| 13-175 | Ad-hoc Committee to develop an Affiliation Agreement with ASNT and its sections and address the six issues raised in the memorandum from legal counsel. A report is expected at the next Board of Directors meeting. The memorandum from legal counsel should remain <i>confidential</i> within the Board, Section Operations Council and the Ad-hoc Committee. | Ad Hoc Comte          | This charge was issued during the Sunday, March 17, 2013 Board Meeting. Committee members: Ray Morasse (Chair), David Mitchell, Jerry Fulin and Executive Director. No action taken on this charge.<br><b>Charge to remain open.</b> |
| 13-176 | CMC, SDC and T&E Chairs to meet and discuss the impact of the Radiological/ Radiographic name change and provide a report to the Board.   | CMC, SDC, T&E, Chairs | This charge was issued during the Thursday-Friday, March 21-22, 2013 Board Meeting. No action taken on this charge.<br><b>Charge to remain open.</b>   |
| 13-177 | Executive Director Ad-hoc Succession Planning Committee to report progress at the 2013 Annual Conference in Las Vegas, NV.  | Ad Hoc Comte          | This charge was issued during the Thursday-Friday, March 21-22, 2013 Board Meeting. No action taken on this charge.<br><b>Charge to remain open.</b>   |
| 13-178 | Headquarters to obtain legal opinion and clarification on section 1702.25 of the Ohio Revised Code (relative to Article III Section 10 of the ASNT Bylaws) and determine if the wording in the Bylaws is too restrictive.   | HQ                    | This charge was issued during the Saturday, August 17, 2013 Board Meeting. No action taken on this charge.<br><b>Charge to remain open.</b>  |
| 13-179 | Headquarters to conduct a survey (initially to corporate members) to determine the value of a certification format compliant with ISO 9712. Survey designed to gain stakeholder and market indicators regarding the current and near-term value of ISO 9712 compliant certification scheme.   | HQ & R. Potter        | The survey was completed and Blazar will have a report in the spring.<br><b>Charge to remain open.</b>   |

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| 13-180 | Morasse to provide a recommendation to the Board regarding the “Spokesperson” for the Society prior to the 2013 Annual Conference in Las Vegas, NV.  | Morasse              | This charge was issued during the Saturday, August 17, 2013 Board Meeting.<br>No action was taken on this charge.<br><b>Charge to remain open.</b>  |
| 13-181 | M. Potter and Clausing to review and revise Policy J-4.4D and provide a recommendation to the Governance Committee   | M. Potter & Clausing | Fulin and M. Potter said that this was completed and should be closed.<br><b>Morasse closed the charge.</b>   |
| 13-182 | HQ to work with CMC to draft letter of complaint to US Department of Commerce for trade barrier agreement being violated in Europe.  | HQ                   | Work in progress.<br><b>Charge to remain open.</b>  |
| 13-183 | HQ to execute motion; contracting with a third party facilitator such as Tecker to assist the BOD in developing and executing the strategic plan. HQ will make decision on when and where. | HQ                   | The BOD will be getting together February 5-7, 2014 to complete this training.<br><b>Morasse closed the charge.</b>   |
| 13-184 | Governance Committee needs to correct Policy J-4.4D to reflect the new policy wording.   | Gov Comte            | No Governance Report during BOD Meeting on November 7 & 8, 2013 to discuss this charge. No action on this charge.<br><b>Charge will remain open.</b>  |
| 13-185 | Governance to take skill set and include as a job description and include in Section 3 of Policy Manual.   | Gov Comte            | The charge does not state which job description and it does not say which job description in the motion. Morasse will investigate as to which job description and report back. Smith believes that it is a motion that was rescinded at today’s BOD Meeting. No action taken on this charge.<br><b>Charge to remain open.</b> |

- 13-186 Governance Committee to review the SOC Draft Rules of Conduct in preparation for BOD approval. Gov Comte No Governance Report during BOD Meeting on November 7 & 8, 2013 to discuss this charge. No action on this charge. **Charge will remain open.**
- 13-187 Governance to modify Business and Finance Policy J-5. 10E, Paragraph 4 to include the date when service starts. It should be January 1. Gov Comte No Governance Report during BOD Meeting on November 7 & 8, 2013 to discuss this charge. No action on this charge. **Charge will remain open.**

**New Board Charges Today**

Smith corrected the charge number from 14-001 to 14-188.

Charge Number	Charge	RESP	Status
14-188	Chairman of the BOD to contact SDC Subcommittee CP106 Chair to provide a report to the BOD on International issues.	Chair of the Board	This charge was issued today.

Fulin requested that when we look at charges there is the current charge with no history. Is it possible to see the status updates as they are done and see the history of the updates at each meeting so a person can have all the background information that has been done up-to-date.

Blazar did not know if we could go backwards and do the history at this point.

Morasse said it would be something that could be looked into and maybe done from this point forward.

**13. NEXT MEETING**

**Sunday, March 23, 2014 1:00 – 5:00 p.m. Minneapolis, MN**

**14. ADJOURNMENT**

**Motion:** Finley moved to adjourn the meeting.

Fulin seconded the motion.

**MOTION PASSED**

Meeting ended at 3:30 p.m.