Board of Directors Meeting
The American Society for Nondestructive Testing, Inc.
George R. Brown Convention Marriott Marquis Houston, Houston, TX
Wednesday, October 31, 2018, 8:00 AM to 12:00 PM, Harris Room

1. CALL TO ORDER  Bajula

Meeting called to order at 8:30 a.m.

2. ESTABLISH QUORUM  Savoy

Savoy had members sign in and established that there was a quorum with 17 voting members present and that a passing vote would be 12 members.

David R. Bajula, Chairperson of the Board  John C. Duke, Jr.
David A. Mandina, President  Gregory Garcia
Scott Cargill, Vice President  Mohsen Hassanein
David E. Savoy, Secretary/Treasurer  Danny Keck
Kevin Smith, Immediate Past Chairperson  Michael V. McGloin
Arnold Bereson, Executive Director  Marybeth Miceli-via phone
Mohammed AbuFour  C. Deal Moore
B. Boro Djordjevic-via phone  Yi-Cheng “Peter” Pan
John Chen  William F. Via, Jr.

Guests: Marwan Basrawi, John Kinsey, Jocelyn Langlois, and Mark Pompe

Staff: James Bennett, Heather Cowles, Tim Jones, Garra Liming, Mary Potter, Barry Schieferstein, and Michelle Thomas

3. ANNOUNCEMENTS  Bajula

3.1. Conflict of Interest

Hassanein announced if there was discussion on exams and Authorized Exam Centers (AECs), he would recuse himself from the discussion and voting.

Mandina announced that he is working for the German Society in developing software for internet training and that this was a duality and not a conflict of interest.
3.2. Approval of Agenda

Motion: McGloin recommended and so moved that the agenda be accepted as written.

Keck seconded the motion

It was suggested that if members were not making a motion in their report that the report should just be submitted in writing. Bereson explained that reports had to be given orally to give the Board information. This allows the Board to know what is going on and be given an opportunity to ask questions or voice concerns.

A voice vote was taken and the motion carried unanimously.

MOTION CARRIED

4. EXECUTIVE SESSION

Bajula

The Board went into Executive Session at 8:37 a.m.
The Board came out of executive session at 11:36 a.m.

The Board then went to close session at 11:36 a.m.
Abufour and Hassanein entered late. Dr. Bereson and Thomas were asked to attend the closed session.

The Board made two motions and discussion took place around the motions. Because of the nature of the first motion and the discussion around that motion, all information that was discussed is confidential and purview only to Board members.

Motion: McGloin recommended and so moved that the ASNT Board of Directors form a Transition Committee to set expectations for the Executive Director during the transition period.

Rationale: To ensure that the ASNT Board of Directors can provide the Executive Director with expectations of the Board and the members of ASNT.

Pan seconded the motion.

There was no discussion.

A hand vote was taken and the motion passed unanimously.

MOTION CARRIED

Motion: Bajula recommended and so moved that the Board come out of the closed session.

Savoy seconded the motion.
The members agreed to come out of the closed session and staff was admitted back into the meeting. There was no formal vote.

A Search Committee has been selected recruiting candidates.

Due the time constraints, Bajula asked to have the agenda reprioritized and only cover items that had to be discussed at this meeting and the rest of the items would be discussed at the next Board meeting.

5. **PRESENTATION BY BASRAWI**

Basrawi gave a PowerPoint presentation on the GNDT Conference that was held in Dubai. He then asked the Board if they would reimburse him for his personal expenses in hosting the conference. The minimum participation requirements to host the conference were not met and Basrawi had to pay $49,000 of his own money to cover the deficit. He will be submitting a formal letter of appeal. See attached documentation (*Attachment 1*).

Lengthy discussion took place and a motion was made.

**Motion:** Mandina recommended and so moved that based on the forensic study of the Dubai GNDT Conference, ASNT reimburse Marwan Basrawi the expenses incurred for the conference pending receipts are submitted to the CFO for verification.

Pan seconded the motion.

More discussion took place on how this expense could be funded and if using rebates would be a possibility. The Board also discussed that this would be a one-time reimbursement if approved. It was suggested that the motion should be revised to say “one-time”, but the Board decided that this would not be an option.

The Board took a hand vote.

7 in favor
4 opposed

There were 4 members that abstained and wanted to be recorded: Djordjevic, Duke, Pan, and Keck. The motion failed because abstentions are considered “no” votes.

**MOTION FAILED**

There will be an offline discussion to see if there is another way to help Basrawai.
6. COUNCIL/COMMITTEE REPORTS

These were not given orally due to the time restraints. Some councils/committees submitted written reports.

6.1. CFE Report

6.2. Governance

6.2.1. A-3 Society Meeting Policy & A-7 Organizing Topical Conference and Revenue Sharing

6.2.2. F-9 Process for Determining Compensation Policy

6.2.3. Policy G-35 Writing and Approving Standards, Recommended Practices and Codes


6.2.5. Policy J-5.20 Audit Committee

6.2.6. Position Paper #7

6.2.7. Position Paper #9

6.2.8. O-3 Code of Ethics

6.2.9. R-1 Research Council Rules of Conduct

6.2.10. ISO TAG Standard Operating Procedures

6.2.11. Policy G-9

6.2.12. Policy A-1

6.3. SDC (Attachment 2)  

6.4. CMC

6.4.1. Ethics Violation (Attachment 11)

Bennett gave a presentation on the ethics violation and asked the Board to uphold the decision made by the CMC and by the Oversight Committee.
**Motion:** Chen recommended and so moved that the Board approve the recommendations of the Board Oversight Committee and the CMC to permanently revoke the ASNT certifications of the owner of NDT International Pet Ltd.

**Rationale:** To protect the integrity of ASNT’s certification program and the life, health, property, and welfare of the public.

Savoy seconded the motion.

After short discussion, Bajula called the question.

The motion carried.

**MOTION CARRIED**

6.4.2. **Work with Joint Council to create charge including an ad-hoc committee on how to educate Level III’s on how to implement a Level III program.**

6.5. **RC (Attachment 3)**

6.6. **SOC (Attachment 4 &10)**

6.6.1. **Selection Committee**

Via put forth the names of the individuals to serve on the Selection Committee. The Board was reminded that the names had to be approved at this meeting, so that the names can be published in the December ME.

**Motion:** The Sections Operations Council and Via recommended and so moved to put the nominations for the Selection Committee to the Board for their approval.

Lawrence Mullins, Sr., (SOC)
Andrew Morrow, (T&E)
Dr. Philip Chu, (RC)
Gerry Churchwell, (CMC)

Alternates:
Hussein Sadek, (CMC)
Jocelyn Langlois, (SOC)

Keck seconded the motion.

A voice vote was taken and the motion carried unanimously.

**MOTION CARRIED**
6.7. T&E (*Attachment 5*) Pompe

6.8. JC Kinsey

6.9. International Ad-Hoc Committee Basrawi

6.10. TAG (*Attachment 6*) Vigne

6.11. Honors & Recognition Award Winners (*Attachment 7*) Bajula

This committee presented three motions to the Board. This information needs to remain confidential. Bajula read the list of recipients and asked if there was any opposition. There was no opposition, so the motions carried unanimously. 

**MOTION CARRIED**

7. OLD BUSINESS Bajula

7.1. Approval and Acceptance of Minutes

7.1.1. Friday, June 22, 2018 Board Teleconference Minutes DRAFT A

Due to the time restraint the Board Charges were not discussed at this meeting.

7.1.2. Thursday, September 20, 2018 Executive Committee Teleconference DRAFT C

Due to the time restraint the Board Charges were not discussed at this meeting.

7.1.3. CMC Ethics issues

Due to the time restraint the Board Charges were not discussed at this meeting.

7.2. Women in NDT Special Task Force (*Attachment 8*)

Due to the time restraint the Board requested that Langlois give her report at a different time.
7.3. **Board Charges**

Due to the time restraint the Board Charges were not discussed at this meeting.

7.3.1. **Charge 15-201:** Charge Ad-Hoc Committee to study impact of Bylaws strategic changes to the Bylaws and provide recommendations.

7.3.2. **Charge 17-001:** ISO 9712 Implementation Task Force to work with ACCP upgrade which includes adoption of ISO 9712. Smith will be the Chair of the committee and Bennett will be secretariat.

7.3.3. **Charge 17-004:** Smith appointed a task force to investigate and return with advice on solving administrative issues with inactive or dormant sections. The task force shall report to the Board at the Annual Conference in Nashville, TN. Members of the task force will be Potter (Chair), Cowles, Miceli, Spears, and Via.

7.3.4. **Charge 17-013:** Establish a task force to develop content to be used in virtual sections. Miceli will be the Chair of the task force and she can populate the task force as necessary. The task force is to report back to the Board at the Annual Conference.

7.3.5. **Charge 17-015:** T&E to provide support to the ISO 9712 Committee in regard to the Authorized Training Organization (ATO) program document as it relates to content, in particular to training outline content (CP-105 v TS25107) and equipment needs (TS25108).

7.3.6. **Charge 17-016:** Honors and Recognition Committee to come up with procedures and criteria for a memorial for those members that have passed away.

7.3.7. **Charge 18-001:** SDC to process “ILI-PQ In-Line Inspection” Standard 2023 revision. This will be a five (5) year revision.

7.3.8. **Charge 18-002:** SDC to process “CP-189” Standard 2020 revision. This is a four (4) year revision to align with ASME schedules.

7.3.9. **Charge 18-003:** SDC to process “CP-105” Standard 2020 revision. This is a four (4) year revision to align with ASME schedules.

7.3.10. **Charge 18-004:** SDC to process “SNT-TC-1A” 2020 revision. This is a four (4) year revision to align with ASME schedules.
8. **TREASURER’S REPORT** *(Attachment 9)*

A summary of the Business and Finance Committee meeting was given.

The revisions of the G-41 were discussed in the Business and Finance Committee meeting because the proposed awards would add about $75,000 to the budget. The Business and Finance Committee recommended that these revisions would not be a good decision at this time in light of the deficit that ASNT currently has.

The committee also recommended that the ISC produce two versions of the budget; one that is balanced and one that contains items that are currently needed.

The Business and Finance Committee proposed the following motion for the build-out of the CFE and the vote by the Business and Finance Committee members was unanimous.

**Motion:** Savoy and the Business and Finance Committee recommended and so moved for the Board to support of the capital improvement project to the ASNT owned property in Columbus, OH with the expectation the project not exceed $800,000. Further, our committee recommends and expects that other options be evaluated and if a better option is identified we stop the process for second review and vote.

**Rationale:** To support ASNT is moving an investment asset to a Capital improvement investment on the building with the understanding that there is no Return of Investment but allows us to control our own program in house.

Via seconded the motion

There was discussion about not exceeding the $800,000 amount that was suggested in the motion and looking at other options. The members also discussed this being a capital investment of existing property. If new places were to be considered, another business plan would need to be completed. There was still confusion about the minimum cost to open the CFE and this initiative being a capital investment.

**Motion:** Cargill recommended and so moved to table this discussion until the winter Board meeting.

Duke seconded the motion.

A hand vote was taken and the motion carried.

**MOTION CARRIED**

Discussion continued about the need for the CFE to be open in order for the oil and gas sector exams to be rolled out on time.

The Board was reminded that the issue had been tabled to the winter Board meeting.
9. EXECUTIVE DIRECTOR’S REPORT

9.1. New Board Training/Two Day Winter Board Meeting

9.1.1. Board Training ½ day Tuesday, January 15, 2019

9.1.2. Board Training all day Wednesday, January 16, 2019

9.1.3. Board Planning Meeting all day Thursday, January 17, 2019

9.1.4. Board Meeting all day Friday, January 18, 2019

The adjusted dates were reviewed and everyone was in agreement that the new dates would work.

9.2. Conference Update

Bereson updated the Board with the number of attendees and exhibitors and this could be ASNT’s largest Annual Conference.

10. PRESIDENT’S REPORT

10.1. Succession Planning Committee

Due to the time restraint this was not discussed at this meeting.

11. CHAIRPERSON’S REPORT

11.1. ASME Update

11.2. Miscellaneous Conference Summary

12. NEW BUSINESS

12.1. Operations Committee

Due to the time restraint this was not discussed at this meeting.

13. BOARD RECOGNITION

Bajula handed out gifts of appreciation to Board members.
14. **NEXT MEETING**  

Bajula

January 15 & 16 Board Training for new Board members at the ISC in Columbus, OH  
January 17, 2019 Board Planning Meeting at the ISC in Columbus, OH.  
January 18, 2019 Board Meeting at the ISC in Columbus, OH

15. **ADJOURNMENT**  

Bajula

**Motion:** Bajula recommended and so moved to adjourn the meeting.  

Savoy seconded the motion.

A voice vote was taken and the meeting was adjourned at 1:00 p.m.

Respectfully submitted,

David E. Savoy  
ASNT Secretary/Treasurer